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# **Liu Chong Hing Investment Limited**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 00194)**

## **NOTICE OF ANNUAL GENERAL MEETING**

In light of the current COVID-19 epidemic situation, the Annual General Meeting to be held on 19 May 2022 (Thursday) will be conducted with the use of electronic means through a live webcast, and no physical attendance is accepted.

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Liu Chong Hing Investment Limited (the “Company”) for the year 2022 (“2022 AGM”) will be held at 27th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Thursday, 19 May 2022 at 11:00 a.m..

In accordance with Articles 69 of the Company’s Articles of Association, persons entitled to attend and vote at the 2022 AGM are allowed to attend and vote by way of electronic means only (“Online AGM”) (see Note 1). No other Shareholder, proxy or corporate representative should attend the 2022 AGM in person, other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the 2022 AGM.

The 2022 AGM will be convened for the following purposes:

1. To receive and adopt the audited consolidated financial statements together with reports of the directors and of the auditor of the Company for the year ended 31 December 2021.
2. To approve the payment of the final cash dividend of HK\$0.28 per share for the year ended 31 December 2021 (“2021 Final Dividend”).
3. To re-elect (a) Mr. Liu Lit Chi, (b) Mr. Au Kam Yuen, Arthur and (c) Dr. Ma Hung Ming, John as directors of the Company.
4. To fix the directors’ remuneration for the year ending 31 December 2022.

5. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board of Directors to fix their remuneration.

As special business to consider and, if thought fit, pass with or without modifications the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to buy-back shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised 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 the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which the Company is authorised to buy back pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of issued shares of the Company 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 the articles of association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
- (iii) the date on which the authority set out in this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power(s) during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); (ii) the exercise of any rights of subscription or conversion under any warrants, bonds, debentures, notes and any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) an issue of shares of the Company upon the exercise of the subscription rights attaching to any options granted under any share option scheme adopted by the Company; (iv) 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 articles of association of the Company from time to time; or (v) specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate number of issued shares of the Company 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,

“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; or

- (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 the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
- (iii) the date on which the authority set out in this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares or any class of shares of the Company whose names appear 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 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 applicable to the Company).”

- 8. “**THAT** conditional upon Ordinary Resolutions Nos. 6 and 7 set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 7 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 6 set out in the notice convening this meeting, provided that such extended amount of shares so bought back shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing of this resolution.”
- 9. To transact any other business.

By Order of the Board  
Liu Chong Hing Investment Limited  
Liu Lit Chi  
*Chairman*

Hong Kong, 6 April 2022

*Notes:*

1. The dedicated online platform <http://meetings.computershare.com/LchiAGM2022> (the “Platform”) will be opened for Registered Shareholders and Non-registered Shareholders to log in 45 minutes prior to the commencement of the Online AGM. The Platform can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Platform to complete the related procedures and remain logged in until the commencement of and during the Online AGM. Our “Online Meeting User Guide” will be available on the Company’s website [www.lchi.com.hk](http://www.lchi.com.hk) around one week before the Online AGM to guide Shareholders through the login process.
2. A member of the Company entitled to attend and vote at the Online AGM is entitled to appoint another person as his or her proxy to attend and vote in his or her stead. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or sent via email to [lchi.eproxy@computershare.com.hk](mailto:lchi.eproxy@computershare.com.hk), in each case, not less than 48 hours before the time appointed for holding the Online AGM or (any adjournment thereof). The form of proxy is published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.lchi.com.hk](http://www.lchi.com.hk). The completion and return of the proxy form shall not preclude Shareholders from attending and voting online at the Online AGM (or any adjournment thereof) if they so wish.
4. Record dates of entitlements of the members:
  - (a) For the purpose of determining shareholders who are entitled to attend and vote at the Online AGM to be held on Thursday, 19 May 2022, whose name should be recorded in the Company’s shareholders book on Thursday, 19 May 2022. The Register of Members of the Company will be closed from Monday, 16 May 2022 to Thursday, 19 May 2022, both days inclusive. In order to qualify for attending and voting at the Online AGM (or any adjournment thereof), all share certificates with completed transfer forms either overleaf or separately must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 May 2022.
  - (b) For the purpose of determining shareholders who are qualified for the 2021 Final Dividend, whose name should be recorded in the Company’s shareholders book on Friday, 27 May 2022. The Register of Members of the Company will be closed from Wednesday, 25 May 2022 to Friday, 27 May 2022, both days inclusive. In order to qualify for the final dividend, all share certificates with completed transfer forms either overleaf or separately must be lodged for registration with the Company’s Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 24 May 2022.

5. The Chairperson of the meeting will demand a poll on each of the resolutions submitted for determination at the Online AGM. On a poll, every Shareholder who is present, or as represented by the proxy or corporate representative, shall have one vote for every share held by him or her. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.lchi.com.hk](http://www.lchi.com.hk) following the Online AGM.
6. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
7. A circular containing further information on the proposals regarding the (i) re-election of the directors of the Company and (ii) general mandates for the buy back and issue of shares of the Company will be sent to shareholders today along with the Company's 2021 Annual Report.

As at the date hereof, the Board of Directors of the Company comprises Executive Directors: Mr. Liu Lit Chi (Chairman, Managing Director and Chief Executive Officer), Mr. Liu Kam Fai, Winston (Deputy Managing Director) and Mr. Lee Wai Hung; Non-executive Director: Mr. Kho Eng Tjoan, Christopher; and Independent Non-executive Directors: Dr. Cheng Mo Chi, Moses, Mr. Au Kam Yuen, Arthur, Dr. Ma Hung Ming, John, Mr. Cheng Yuk Wo and Mr. Tong Tsun Sum, Eric.