
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Crown International Corporation Limited (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS
AND
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) RE-APPOINTMENT OF AUDITOR OF THE COMPANY
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 10/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on 30 September 2022 or any adjournment thereof is set out on pages AGM-1 to AGM-3 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (<http://www.crownicorp.com/en/index.php>). Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, 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 less than 48 hours before the time appointed for holding the annual general meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) should you so wish and in such event the form of proxy shall be deemed to be revoked.

31 August 2022

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING	1
DEFINITIONS	3
LETTER FROM THE BOARD	5
APPENDIX I – DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION OF ANNUAL GENERAL MEETING....	I-1
AGM NOTICE.....	AGM-1

This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of the circular shall prevail over the Chinese text.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their rights to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified on page 8 of this circular under the subject headed “Annual General Meeting”, instead of attending the AGM in person. The proxy form is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the website of the Company at <http://www.crownicorp.com> or HKEXnews at www.hkexnews.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

With the outbreak and spreading of the Coronavirus Disease 2019 (the “**COVID-19**”) pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of Shareholders who might be attending the AGM in person, the Company will implement the following precautionary measures at the AGM.

- (1) all participants (including Shareholders or their proxies) in the AGM shall be subject to compulsory body temperature check at the entrance of the meeting venue and anyone with a body temperature above the reference range quoted by the Department of Health from time to time, or exhibiting flu-like symptoms may be denied entry into the meeting venue and be requested to leave the meeting venue;
- (2) all participants (including Shareholders or their proxies) in the AGM are required to wear appropriate face masks for covering noses and mouths properly at all time during their attendance of the AGM; and
- (3) no refreshments will be served, and there will be no corporate gifts.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

The Company will administer attendance in person at the AGM venue in accordance with prevailing requirements or guidelines published by the Hong Kong Government and/or regulatory authorities at the time of the AGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company’s website at <http://www.crownicorp.com> and the Stock Exchange’s website at www.hkexnews.hk for future announcements and updates on the AGM arrangements.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

If Shareholders have any questions relating to the Annual General Meeting, please contact the hotline of the Company's share registrar, Boardroom Corporate Services (HK) Limited, as follows:

Boardroom Corporate Services (HK) Limited

31/F, 148 Electric Road, North Point, Hong Kong

Telephone hotline: +852 2598 5234 (during business hours from 9:00 a.m. to 6:00 p.m.

Hong Kong time, Mondays to Fridays; excluding public holidays)

Website: <https://www.boardroomlimited.com/hk/>

DEFINITIONS

In this circular, the following expressions shall, unless the context otherwise requires, have the following meanings:

“AGM Notice”	notice convening the Annual General Meeting as set out on pages AGM-1 to AGM-3 of this circular;
“Annual General Meeting”	the annual general meeting of the Company to be held at 10/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on 30 September 2022 or any adjournment thereof;
“Articles of Association”	the articles of association of the Company, and a reference to an “Article” is a reference to a provision in the Articles of Association;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors;
“Close Associates”	shall have the meaning ascribed thereto in the Listing Rules;
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended from time to time;
“Company”	Crown International Corporation Limited, a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 727);
“Director(s)”	the director(s) of the Company for the time being and from time to time;
“Explanatory Statement”	the explanatory statement required under the Listing Rules to provide the requisite information of the Repurchase Mandate as set out in Appendix I to this circular;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	31 August 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Main Board”	the stock market operated by the Stock Exchange which excludes the GEM of the Stock Exchange and the option market;
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan;
“RQN Committee”	the remuneration, quality and nomination committee of the Company;
“Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) each in the capital of the Company;
“Shareholder(s)”	registered holder(s) of fully-paid Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers as amended from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



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

(Incorporated in Hong Kong with limited liability)

(Stock code: 727)

Executive Directors:

Mr. LUI Ha Nam Dennis
Mr. LI Yong Jun
Mr. MENG Jin Long
Mr. LEE Chi Shing Caesar

Registered Office:

Suite 902, 9th Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Independent Non-executive Directors:

Mr. REN Guo Hua
Mr. CHEN Fang
Mr. IP Ka Ki

To the Shareholders,

Dear Sir or Madam,

**(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS
AND
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) RE-APPOINTMENT OF AUDITORS OF THE COMPANY
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the 2022 AGM and to provide you with details of the resolutions to be proposed at the 2022 AGM relating to:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the Directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 March 2022.

LETTER FROM THE BOARD

2.
 - (a) To re-elect Mr. LI Yong Jun as an Executive Director;
 - (b) To re-elect Mr. LUI Ha Nam Dennis as an Executive Director;
 - (c) To authorise the board of Directors (the “**Board**”) to fix the remunerations of the Directors.
3. To re-appoint BDO Limited as auditors of the Company and to authorise the Board to fix their remuneration.

RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2022

The audited consolidated financial statements of the Company for the year ended 31 March 2022 together with the Reports of the Directors and the Auditors, are set out in the 2022 Annual Report which will be sent to the Shareholders together with this circular. The 2022 Annual Report may be viewed and downloaded from the Company’s website (<http://www.crownicorp.com>) and the Hong Kong Exchanges and Clearing Limited’s website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee of the Company.

RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises seven Directors, of which four are Executive Directors, namely Mr. LUI Ha Nam Dennis, Mr. LI Yong Jun, Mr. MENG Jin Long and Mr. LEE Chi Shing Caesar, and three are Independent Non-executive Directors, namely Mr. REN Guo Hua, Mr. CHEN Fang and Mr. IP Ka Ki.

Pursuant to Article 133 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to the retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Pursuant to code provision A.4.2 of Appendix 14 to the Listing Rules, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

As such, each of Mr. LUI Ha Nam Dennis and Mr. LI Yong Jun will retire by rotation and being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

Pursuant to Rule 13.74 of the Listing Rules, biographical details of Mr. LUI Ha Nam Dennis and Mr. LI Yong Jun are set out in Appendix I hereto.

Each of the independent non-executive Directors of the Company, has confirmed independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The RQN Committee is also responsible for, inter alia, assessing the independence of independent non-executive Directors. The RQN Committee assessed and reviewed the individual independent non-executive Director's annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all independent non-executive Directors remained independent.

The re-election of Directors has been reviewed by the RQN Committee, which has made recommendation to the Board that the re-election be proposed for the Shareholders' approval at the forthcoming Annual General Meeting of the Company.

The RQN Committee has reviewed the biographical details of Mr. LUI Ha Nam Dennis and Mr. LI Yong Jun and their meeting of nomination criteria (including but not limited to, character, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and has considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, and has taken the view that Mr. LUI Ha Nam Dennis and Mr. LI Yong Jun have been contributing to the Group effectively and are committed to their role as Directors.

The Board has accepted the recommendation by the RQN Committee for recommending the Shareholders to re-elect Mr. LUI Ha Nam Dennis and Mr. LI Yong Jun as Directors at the Annual General Meeting. Each of them abstained from voting at the Board meeting regarding their nomination. The Board considers that the re-election of Mr. LUI Ha Nam Dennis and Mr. LI Yong Jun as Directors is in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of their re-election at the Annual General Meeting.

RESOLUTION (3) RE-APPOINTMENT OF AUDITORS

BDO Limited will retire as the auditors of the Company at the 2022 AGM and, being eligible, offer themselves for re-appointment.

LETTER FROM THE BOARD

The Board, upon the recommendation of the Audit Committee of the Board, proposed to re-appoint BDO Limited as the auditors of the Company and to hold office until the conclusion of the 2022 AGM of the Company. A Resolution will also be proposed to authorise the Board to fix the auditor's remuneration. BDO Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting convening the Annual General Meeting to be held at 10/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong (or any adjournment thereof) on 30 September 2022 (Friday) at 10:00 a.m. is set out on pages AGM-1 to AGM-3 of this circular for the purpose of considering and, if thought fit, passing the Resolutions set out therein.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (<http://www.crownicorp.com/en/index.php>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at 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 but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting. An announcement will be made by the Company following the conclusion of the Annual General Meeting to inform Shareholders of the results of the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge, information and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the Resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the Resolutions at the Annual General Meeting. The Directors will exercise their voting rights in respect of their shareholdings (if any) in favour of the Resolutions.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in appendices to this circular.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Crown International Corporation Limited
Meng Jin Long
Executive Director

Hong Kong, 31 August 2022

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION OF ANNUAL GENERAL MEETING

The biographical details of the retiring Directors who will be eligible for re-election at the Annual General Meeting according to the Articles of Association are set out below:

MR. LUI HA NAM DENNIS (“MR. LUI”)

Mr. LUI, aged 46, was appointed as an Executive Director of the Company. He has more than 15 years of working experiences in sourcing and property investment. Prior to joining the Board, Mr. LUI had been working with the Company for 8 years as the Head of Marketing Department. Prior joining the Company, Mr. LUI had worked in Bay Apparel Limited, a private limited company in Hong Kong from 2004 to 2014 as supervisor and manager.

Save as disclosed above, up to the Latest Practicable Date, Mr. LUI (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Mr. LUI has entered into a service contract with the Company for a term of three years commencing on 14 June 2022. Mr. LUI received director’s remuneration of HK\$240,000 per annum. The emoluments of Mr. LUI have been approved by the Board, and are subject to an annual review by the RQN committee of the Company, by reference to the prevailing market conditions and his duties and responsibilities at the Company. His term of office is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Corporate Governance Code of the Listing Rules.

So far as the Directors are aware as at the Latest Practicable Date, Mr. LUI does not have, and is not deemed to have any other interests or short position in any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) – (v) of the Listing Rules in respect of Mr. LUI’s re-election and save as disclosed herein, up to the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. LUI’s re-election.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION OF ANNUAL GENERAL MEETING

MR. LI YONG JUN (“MR. LI”)

Mr. LI, aged 53, was appointed as an Executive Director, vice Chairman of the Board, and member of the Executive Committee on 3 May 2018. He holds a Master of Business Administration in management from Cheung Kong Graduate School of Business, and holds the qualification of senior engineer in the PRC. Mr. LI has over 20 years’ experience in enterprise strategic decision making and corporate management. He is the president of Yong Xin Hua Holdings Group Co., Ltd. (永新華控股集團有限公司)(together with its subsidiaries, the “**YXHY Group**”). The YXHY Group was founded by Mr. LI in 2003 with its headquarters located in Beijing. The YXHY Group’s major businesses cover industries real estate development, cultural tourism investment, and internet big data services. Its business scope covers cultural tourism real estate development, financial and real estate investment, construction and operation of cultural experience parks, investment in cultural and creative industries, internet big data services and art and finance industry, etc. Under his leadership, the YXHY Group expanded into a national diversified group. Mr. LI has been appointed as a non-executive director of Renco Holdings Group Limited (Stock Code: 2323) (“**Renco**”), a company listed on the main board of the Stock Exchange, on 30 August 2019. He has been further appointed as the chairman of the board of directors of Renco since 6 April 2020.

Mr. LI is also the Asia chairman of the Global Hope Coalition (of which the Director-General of UNESCO is the Honorary President), the vice chairman of the China Industry University Research Collaboration Association, and the vice chairman of the China Intangible Cultural Heritage Protection Association.

Save as disclosed above, up to the Latest Practicable Date, Mr. LI (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Mr. LI has entered into a service contract with the Company for a term of three years commencing on 3 May 2018. Mr. LI received director’s remuneration of HK\$240,000 per annum. The emoluments of Mr. LI have been approved by the Board, and are subject to an annual review by the RQN committee of the Company, by reference to the prevailing market conditions and his duties and responsibilities at the Company. His term of office is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Corporate Governance Code of the Listing Rules.

So far as the Directors are aware as at the Latest Practicable Date, Mr. LI does not have, and is not deemed to have any other interests or short position in any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) – (v) of the Listing Rules in respect of Mr. LI's re-election and save as disclosed herein, up to the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. LI's re-election.

AGM NOTICE



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 IS HEREBY GIVEN that the 2022 annual general meeting (the “**2022 AGM**”) of Crown International Corporation Limited (the “**Company**”) will be held at 10/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 30 September 2022 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the Directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 March 2022.
2.
 - (a) To re-elect Mr. LI Yong Jun as an Executive Director;
 - (b) To re-elect Mr. LUI Ha Nam Dennis as an Executive Director;
 - (c) To authorise the board of Directors (the “**Board**”) to fix the remunerations of the Directors.
3. To re-appoint BDO Limited as auditors of the Company and to authorise the Board to fix their remuneration.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Crown International Corporation Limited
Meng Jin Long
Executive Director

Hong Kong, 31 August 2022

AGM NOTICE

Executive Directors:

Mr. LUI Ha Nam Dennis
Mr. LI Yong Jun
Mr. MENG Jin Long
Mr. LEE Chi Shing Caesar

Registered Office:

Suite 902, 9th Floor, Central Plaza
18 Harbour Road, Wanchai Hong Kong

Independent non-executive Directors:

Mr. REN Guo Hua
Mr. CHEN Fang
Mr. IP Ka Ki

Notes:

1. Considering the outbreak of COVID-19 pandemic, certain measures will be implemented at the 2022 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 2022 AGM within the 2022 AGM venue (no mask will be provided at the 2022 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 appropriate 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 2022 AGM, taking into account their own personal circumstances. For details, all attendees of the 2022 AGM should read the section headed "Precautionary Measures for the Annual General Meeting" on pages 1 of the circular of the Company for the 2022 AGM dated 31 August 2022.
2. Any member of the Company entitled to attend and vote at the 2022 AGM shall be entitled to appoint person as its/his/her proxy to attend and vote instead of it/him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent it/him/her and vote on its/his/her behalf at the 2022 AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or its/his/her attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
4. Where there are joint registered holders of any shares, any one of such persons may vote at the 2022 AGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the 2022 AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. In order to be valid, the instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the 2022 AGM or any adjournment thereof.
6. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.

AGM NOTICE

7. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the 2022 AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. With respect to Resolution 2 of this AGM Notice, Mr. LUI Ha Nam Dennis and Mr. LI Yong Jun 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 I to the circular of the Company dated 31 August 2022.
9. In order to establish entitlements to attend and vote at the 2022 AGM, the transfer books and register of members of the Company will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022, both days inclusive. During such period, no share transfers will be effected. All transfer documents, accompanied by the relevant share certificates, must be lodged with 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 for registration no later than 4:00 p.m. on Wednesday, 28 September 2022.
10. A proxy form of the 2022 AGM is enclosed in the circular of the Company dated 31 August 2022.
11. If Typhoon Signal No. 8 or above, or a “**black**” rainstorm warning is in effect any time after 8:00 a.m. on the date of the 2022 AGM, the 2022 AGM will be postponed. The Company will publish an announcement on the website of the Company at <http://www.crownicorp.com> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.
12. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
13. 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.