
IMPORTANT

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

If you have sold or transferred all your shares in **Chuanglian Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



Chuanglian Holdings Limited

創聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2371)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE
TO ISSUE SHARES; RE-ELECTION OF RETIRING DIRECTORS, AND
CONTINUING APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS WHO HAVE SERVED FOR MORE THAN NINE YEARS;
ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION; AND
NOTICE OF ANNUAL GENERAL MEETING**

Resolutions will be proposed at the annual general meeting of Chuanglian Holdings Limited (the “Company”) to be held at Rooms 2009-18, 20/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 May 2023 at 3:00 p.m. (the “AGM”) to approve the matters referred to in this circular.

A form of proxy for the AGM is enclosed in this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy and return it to the Company at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, or the Company’s Hong Kong Share registrar and transfer office, Boardroom Share Registrar (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

27 April 2023

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Rooms 2009-18, 20/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 May 2023 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM;
“Amended and Restated Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments proposed to be adopted by the Shareholders at the AGM;
“Board”	the board of Directors;
“Companies Act”	the Companies Act (as revised), formerly known as the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“Company”	Chuanglian Holdings Limited;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the proposed issue mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued shares of the Company as at the date of passing the resolution for approving the issue mandate;
“Latest Practicable Date”	18 April 2023, being the latest practicable date prior to the printing of this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, and as amended, supplemented or otherwise modified from time to time;

DEFINITIONS

“Proposed Amendments”	the proposed amendments to the existing Memorandum and Articles of Association to be approved and adopted by the Shareholders at the AGM;
“Repurchase Mandate”	the proposed repurchase mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued shares of the Company as at the date of passing the resolution for approving the repurchase mandate;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



Chuanglian Holdings Limited

創聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2371)

Executive Directors:

Mr. Lu Xing (*Chairman*)
Mr. Gao Yongzhi (*Chief Executive Officer*)
Mr. Li Jia
Mr. Xu Dayong
Mr. Zhang Jie

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors:

Mr. Leung Siu Kee
Mr. Wu Yalin
Ms. Wang Shuping

Principal Place of Business in Hong Kong:

Rooms 2009-18, 20/F.
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

27 April 2023

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE
TO ISSUE SHARES; RE-ELECTION OF RETIRING DIRECTORS, AND
CONTINUING APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS WHO HAVE SERVED FOR MORE THAN NINE YEARS;
ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION; AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the AGM for the approval of (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the extension of the Issue Mandate; (d) the re-election of retiring

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Director and continuing appointment of independent non-executive Directors who have served for more than nine years; and (e) the special resolution on the proposed adoption of Amended and Restated Memorandum and Articles of Association.

An explanatory statement contains all the information necessary to enable the Shareholders to make informed decisions on whether to vote for or against the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 13 June 2022, an ordinary resolution was passed by the Shareholders granting the existing issue mandate to the Directors to issue Shares. Such mandate will be lapsed at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors, i.e. a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with, otherwise than by way of rights issue or any option scheme or similar arrangements 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 in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company, additional Shares not exceeding 20% of the issued shares of the Company at the date of the passing of such resolution. Subject to the passing of the ordinary resolution approving the Issue Mandate, based on 6,752,210,578 Shares in issue as at the Latest Practicable Date and assuming no further Share is issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to issue up to 1,350,442,115 Shares (being 20% of the Shares in issue) and the Issue Mandate will remain in effect until 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 to be held by the Memorandum and Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 13 June 2022, an ordinary resolution was passed by the Shareholders granting the existing repurchase mandate to the Directors to repurchase Shares. Such mandate will be lapsed at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors, i.e. a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares subject to the maximum number of Shares of up to 10% of the issued shares of the Company at the date of passing of such resolution. The Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of

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the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Memorandum and Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by an amount representing the Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the issued shares of the Company at the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS AND CONTINUING APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE SERVED FOR MORE THAN NINE YEARS

In accordance with article 87(1) of the Memorandum and Articles of Association, Mr. Lu Xing, Mr. Leung Siu Kee and Ms. Wang Shuping will retire from office by rotation and, being eligible, will offer themselves for re-election at the AGM. Among the three retiring Directors to be re-elected, Mr. Leung Siu Kee and Ms. Wang Shuping are independent non-executive Directors and have served as such for more than nine years, and their further appointments should be subject to separate resolutions to be approved by Shareholders.

According to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. Mr. Leung Siu Kee (“Mr. Leung”) and Ms. Wang Shuping (“Ms. Wang”) have been appointed as independent non-executive Directors for more than nine years. The Company has received confirmations of independence from Mr. Leung and Ms. Wang according to Rule 3.13 of the Listing Rules. Mr. Leung and Ms. Wang have not engaged in any executive management of the Group.

Taking into consideration of their independent scope of work in the past years, the Board is of the view that the independence of Mr. Leung and Ms. Wang cannot be solely determined by their period of service in the Company. In assessing their independence, the Board has considered their character, integrity and experience with reference to their contribution to the Board. Over the years, Mr. Leung and Ms. Wang have provided valuable insights to the Board with their experiences, expertise and knowledge, and the Company has benefited greatly from the presence of Mr. Leung and Ms. Wang who have over time gained valuable insight, useful guidance and independent judgement to the Group. The Board also believes that the continued tenure of Mr. Leung and Ms. Wang bring considerable stability to the Board.

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Based on the above, the Board, upon the recommendation of the nomination committee of the Company (with Mr. Leung and Ms. Wang abstaining respectively), considers that (i) Mr. Lu Xing, Mr. Leung and Ms. Wang are able to continue to fulfil their jobs as required; and (ii) Mr. Leung and Ms. Wang to be independent and believes that they should be re-elected even after their more than nine years of services in the Company as independent non-executive Directors and should continue to contribute effectively to the Board. Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

PROPOSED ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the existing Memorandum and Articles of Association in order to bring the Memorandum and Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules, which took effect on 1 January 2022, by adopting the Amended and Restated Memorandum and Articles of Association in substitution for and to the exclusion of the current Memorandum and Articles of Association.

The Proposed Amendments are summarised below:

1. to specify that the Company shall hold an annual general meeting within six months after the end of the Company's financial year;
2. to provide that all Members shall have the right to speak at a general meeting of the Company;
3. to provide that in addition to the right to convene an extraordinary general meeting on the requisition of one or more Member(s) holding not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings, such Member(s) shall also have the right to add resolutions to the meeting agenda of a general meeting;
4. to provide that the branch register of Members in Hong Kong may be closed on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws in Hong Kong); and
5. to make other necessary amendments for updating the Memorandum and Articles of Association and better aligning with the wording in the applicable laws of Cayman Islands and the Listing Rules.

For details of the Proposed Amendments, please refer to Appendix III to this circular.

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VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, 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 AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to article 66 of the Memorandum and Articles of Association. The results of poll will be published on the websites of the Stock Exchange and the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 May 2023 at 3:00 p.m. is set out in the accompanying notice of AGM in pages 26 to 30 of this circular, containing, *inter alia*, ordinary resolutions in relation to the granting of Issue Mandate and Repurchase Mandate and extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors, and special resolution in relation to the amendments to the Memorandum and Articles of Association.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website at (www.chinahrt.com). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and delivered to the Company at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, or the Company's Hong Kong share registrar and transfer office, Boardroom Share Registrar (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wish.

RECOMMENDATION

The Directors consider that the resolutions as set out in the notice of AGM including the granting of Issued Mandate and Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the proposed amendments to the Memorandum and Articles of Association are all in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions at the AGM.

Yours faithfully,
On behalf of the Board
Chuanglian Holdings Limited
Lu Xing
Chairman and executive Director

This is an explanatory statement given to all Shareholders, as required by the Rule 10.06(1)(b) of the Listing Rules, to provide requisite information of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Under the Repurchase Mandate, the number of Shares that may repurchase shall not exceed 10% of the issued shares of the Company at the date of the passing of the relevant resolutions. As at the Latest Practicable Date, there were in issue an aggregate of 6,752,210,578 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate, and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 675,221,057 Shares (being 10% of the Shares in issue) during the period up to the next annual general meeting or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share.

3. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 31 December 2022, the Directors consider that there might be material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. However, the Directors will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels.

4. FUNDING OF REPURCHASES

Repurchase of the Shares will be funded out of the funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands and Hong Kong and the Listing Rules.

The Company is empowered by the Memorandum and Articles of Association to repurchase Shares. The Companies Act provides that Shares may only be purchased out of the profits of the Company or out of the proceeds of a new issue of Shares made for such purpose or, if so authorised by the the Memorandum and Articles of Association and subject to the provisions of the Companies Act, out of capital. Under the Companies Act, Shares repurchased will be treated as cancelled and the amount of the Company's issued share capital will be diminished accordingly.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the close associates (as defined in the Listing Rules) of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

At the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries, nor has he/she/it undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase of its Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Memorandum and Articles of Association and any applicable laws of the Cayman Islands.

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase its Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders would hold 30% or more of the shareholding of the Company after the repurchase.

APPENDIX I EXPLANATORY STATEMENT OF THE SHARE REPURCHASE MANDATE

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public.

8. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares on Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date were as follows:

Month	Traded Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.055	0.036
May	0.048	0.036
June	0.048	0.035
July	0.039	0.033
August	0.050	0.034
September	0.038	0.029
October	0.045	0.027
November	0.033	0.028
December	0.047	0.027
2023		
January	0.048	0.030
February	0.060	0.036
March	0.052	0.037
April (up to the Latest Practicable Date)	0.043	0.035

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

The biographical and other details of the retiring Directors standing for re-election at the AGM as required by the Listing Rules are set out below:

Mr. Lu Xing (“Mr. Lu”), aged 55, was appointed as an executive Director and chairman of the Board on 11 December 2014. He is also a director of a number of subsidiaries of the Company. Mr. Lu holds a bachelor degree. He worked for the system of Construction Bank of China for several years. He accumulated extensive experience in many respects such as project financing, risk assessment and control and financial management. Mr. Lu held various positions, including chief operating officer and chief financial officer, during his tenure as executive director of a number of listed companies in Hong Kong. He has gained ample expertise and resources in strategic planning, overall operation and financial management relating to internet and media enterprises, and has unique in-depth insights, all-rounded strategic vision and sophisticated operation capability for “Internet + Education”. Since the establishment of Chuanglian Education Group, Mr. Lu has been committed to transforming traditional teaching patterns into online education mode. So far Online Chuanglian Education has become the largest vocational education training platform in the PRC.

Mr. Lu entered into a formal service contract with the Company for a fixed term of 3 years commencing from 11 December 2020 and can be terminated by either party with a written notice of not less than 3 months, but in any event subject to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the Memorandum and Articles of Association. Mr. Lu is entitled to a monthly emolument of HK\$30,000. This fee was determined after arm’s length negotiation between Mr. Lu and the Company, with reference to market conditions and his experience and qualification.

As at the Latest Practicable Date, Mr. Lu is beneficially interested in 1,394,096,323 shares of the Company, representing approximately 20.65% of the total issued shares of the Company (within the meaning of Part XV of the SFO).

Save as disclosed above, (i) Mr. Lu has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) Mr. Lu has not held any other positions in the Company or any of its subsidiaries; (iii) Mr. Lu does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company; (iv) Mr. Lu does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no other information relating to Mr. Lu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Mr. Lu that needs to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

Mr. Leung Siu Kee (“Mr. Leung”), aged 46, was appointed as an independent non-executive Director on 22 December 2009. Mr. Leung is also the chairman of the audit committee of the Company and a member of each of the remuneration committee and nomination committee of the Company. Mr. Leung obtained his bachelor degree of Business Administration majoring in Accounting at the Hong Kong University of Science and Technology with first honour. He has extensive accounting knowledge as he had worked in two international accounting firms for more than 6 years, mainly to provide auditing and business assurance services. After wards, Mr. Leung has devoted to develop his career in corporate finance and corporate restructuring businesses. Currently, Mr. Leung is an associate member of the Hong Kong Institute of Certified Public Accountants and has been qualified for practice. Since August 2019, Mr. Leung is an independent non-executive director of Kingkey Financial International (Holdings) Limited (a company listed on the main board of Stock Exchange, stock code: 1468). From January 2018 to October 2019, Mr. Leung was an executive director and company secretary of Coolpad Group Limited (a company listed on the main board of Stock Exchange, stock code: 2369). Mr. Leung was also an independent non-executive director (later appointed as non-executive director) of KK Culture Holdings Limited (formerly known as Cinderella Media Group Limited) (a company listed on the main board of Stock Exchange, stock code: 0550) from September 2015 to January 2018.

Mr. Leung entered into a formal service contract with the Company for a fixed term of 1 year commencing from 22 December 2022 and can be terminated by either party with a written notice of not less than 1 month, but in any event subject to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the Memorandum and Articles of Association. Mr. Leung is entitled to a monthly emolument of HK\$10,000. This fee was determined after arm’s length negotiation between Mr. Leung and the Company, with reference to market conditions and his experience and qualification.

As at the Latest Practicable Date, Mr. Leung did not hold any interest or was deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, (i) Mr. Leung has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) Mr. Leung has not held any other positions in the Company or any of its subsidiaries; (iii) Mr. Leung does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company; (iv) Mr. Leung does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no other information relating to Mr. Leung that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Mr. Leung that needs to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

Ms. Wang Shuping (“Ms. Wang”), aged 64, was appointed as an independent non-executive Director on 11 January 2013. Ms. Wang is also the chairman of the remuneration committee of the Company and a member of each of the audit committee and nomination committee of the Company. Ms. Wang graduated from the Politics & Law Department of Capital Normal University with a major in Politics and Law in 1992. She holds the qualification of Corporate Accountant in the PRC. Ms. Wang has been engaged in banking related businesses for many years and accumulated 35 years of extensive experience in banking management. Ms. Wang held various positions during her service with China Construction Bank, including the head of accounting department, chief auditor, deputy manager and deputy general manager. Ms. Wang served as the deputy manager of Beijing Xuanwu Sub-branch of China Construction Bank during 1999 to 2002. Ms. Wang held the position of the deputy manager of Beijing Railway Sub-branch of China Construction Bank during 2002 to 2010. And Ms. Wang was the deputy general manager of the Cash Operation Centre of the Beijing Branch of China Construction Bank during 2010 to 2011.

Ms. Wang entered into a formal service contract with the Company for a fixed term of 1 year commencing from 11 January 2023 and can be terminated by either party with a written notice of not less than 1 month, but in any event subject to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the Memorandum and Articles of Association. Ms. Wang is entitled to a monthly emolument of HK\$10,000. This fee was determined after arm’s length negotiation between Ms. Wang and the Company, with reference to market conditions and his experience and qualification.

As at the Latest Practicable Date, Ms. Wang did not hold any interest or was deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, (i) Ms. Wang has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) Ms. Wang has not held any other positions in the Company or any of its subsidiaries; (iii) Ms. Wang does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company; (iv) Ms. Wang does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no other information relating to Ms. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Ms. Wang that needs to be brought to the attention of the Shareholders.

The following are the proposed amendments to the Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Memorandum and Articles of Association.

1. Insert the following definition in the Memorandum and Articles of Association:

“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

2. Remove the following definition in the Memorandum and Articles of Association:

“associate” the meaning attributed to it in the rules of the Designated Stock Exchange

3. Insert the following definition in the Memorandum and Articles of Association:

“close associate” in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange as modified from time to time, except that for purposes of Article 103 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the rules of the Designated Stock Exchange, it shall have the same meaning as that ascribed to “associate” in the rules of the Designated Stock Exchange.

4. Amend the following definition in the Memorandum and Articles of Association:

“~~Law Act~~” The Companies ~~Law Act~~, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

5. Amend the following clauses in the Memorandum and Articles of Association:

10. Subject to the Law and Article 15A and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of ~~the holders of~~ not less than three-fourths of the voting rights of the holders of Shares in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

- (a) the necessary quorum shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third ~~in nominal value~~ of the issued shares of that class;
- (b) every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him; and
- (c) any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.

6. Amend the following clause in the Memorandum and Articles of Association:

15A.(6) Subject to the applicable laws, the Company shall not vary, alter or abrogate, or permit or cause the variation, alteration or abrogation of, all or any of the rights or privileges attached to the Preferred Shares without both the prior consent of a majority of the holders of the Ordinary Shares and a separate consent of the Preferred Shares holders of not less than ~~seventy-five (75) per cent~~ three-fourths of the outstanding Preferred Shares for the time being.

7. Amend the following clause in the Memorandum and Articles of Association:

44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in ~~an appointed~~ a newspaper circulating generally in Hong Kong ~~any other newspapers in accordance with the requirements of any Designated Stock Exchange or in accordance with the Listing Rules~~ by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding ~~in the whole~~ thirty (30) days in each year as the Board may determine, which may be extended for no more than 30 days in respect of any year by an ordinary resolution of the Members passed in that year, and either generally or in respect of any class of shares.

8. Insert the following new clause to the Memorandum and Articles of Association:

44A. The Company shall, on demand, provide any person who is entitled to inspect the Register seeking to inspect a Register or part of a Register that is closed under this Article with a certificate signed by the Company Secretary of the Company stating the period for which, and by whose authority, it is closed.

9. Amend the following clause in the Memorandum and Articles of Association:

54. A person becoming entitled to a share by reason of the death or bankruptcy or winding-up of a Member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Article ~~75(2)~~76 being met, such a person may vote at meetings.

10. Amend the following clause in the Memorandum and Articles of Association:

56. An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company's adoption of these Articles (within a period of not more than ~~fifteensix (156)~~ months after the ~~end of its previous financial year~~holding of the last preceding annual general meeting or not more than ~~eighteen (18)~~ months after the ~~date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any~~) at such time and place as may be determined by the Board.

11. Insert the following new clause to the Memorandum and Articles of Association:

57A. Any Member who is entitled to attend the general meeting shall have the right to (a) speak at the general meeting; and (b) vote at a general meeting except where a Member is required by the Listing Rules to abstain from voting to approve the matter under consideration, and subject to Article 76(2) below.

12. Amend the following clause in the Memorandum and Articles of Association:

58. Subject to Article 15A, the Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the voting rights at general meetings of the Company, on a one vote per share basis, in the share~~paid up~~ capital of the Company ~~carrying the right of voting at general meetings of the Company~~ shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

13. Insert the following new clause to the Memorandum and Articles of Association:

58A. Any one or more Member(s) holding, at the date of deposit of the requisition, not less than one tenth of the voting rights at general meetings of the Company, on a one vote per Share basis, in the share capital of the Company shall have the right to, upon reasonable notice, raise requisition to the Board for adding resolutions to the meeting agenda of a general meeting.

14. Amend the following clauses in the Memorandum and Articles of Association:

66. Subject to Article 15A and subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting ~~on a show of hands every Member having the right to vote at the meeting and present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a~~ poll every Member having the right to vote at the meeting and present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share carrying the right to vote of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. ~~Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, in which case every Member having the right to vote at the meeting and present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s), each such proxy shall have one vote on a show of hands, unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (Where a show of hands is allowed, before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll may be~~ demanded:

(a) ~~by the chairman of such meeting; or~~

- ~~(b)~~(a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- ~~(e)~~(b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- ~~(d)~~(c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; ~~or.~~
- ~~(e)~~ ~~if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.~~

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.

15. Replace the following clause in the Memorandum and Articles of Association:

67 ~~Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting.~~

16. Remove the following clause in the Memorandum and Articles of Association:

69 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately.

17. Remove the following clause in the Memorandum and Articles of Association:

70 The demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which the poll has been demanded, and, with the consent of the chairman, it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier.

18. Amend the following clause in the Memorandum and Articles of Association:

- 84.(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may appoint proxies or authorise such persons as it thinks fit to act as its proxies or representatives, who enjoy rights equivalent to the rights of other Members, at any meeting of the Company ~~or at any meeting of any class of Members (including but not limited to any general meeting, creditors meeting or meeting of any class of Members)~~ provided that the authorisation shall specify the number and class of shares in respect of which each such representative or proxy is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers as other shareholders on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including the right to speak and where a show of hands is allowed, the right to vote individually on a show of hands.

19. Amend the following clauses in the Memorandum and Articles of Association:

86. (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual next following general meeting of the Company after the Director's appointment, (in the case of filling a casual vacancy) or until the next annual general meeting (in the case of an addition to the Board) and shall then be eligible for re-election.
- (5) Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive director) at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

20. Amend the following clauses in the Memorandum and Articles of Association:

103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:
- (i) the giving of any security or indemnity either:
 - (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security
 - (i) ~~any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;~~
 - (ii) ~~any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;~~
 - (iii)(ii) ~~any contract or arrangement~~proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
- (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (v) ~~any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the Director and/or his associate(s) is/are beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associate is derived); or~~
- (vi) ~~any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.~~

- (2) ~~A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorized unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.~~
- (3) ~~Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.~~
- ~~(4)~~(2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

21. Amend the following clause in the Memorandum and Articles of Association:

154.(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

22. Amend the following clause in the Memorandum and Articles of Association:

156. The Members may, at any general meeting, by ordinary resolution fix the remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine or delegate the fixing of such remuneration to a body independent of the Board.

23. Insert the following new clause to the Memorandum and Articles of Association:

FINANCIAL YEAR

170. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 December in each year.

24. Insert the following subject to the Index of the Memorandum and Articles of Association:

<u>SUBJECT</u>	<u>ARTICLE NO.</u>
Financial Year	170

25. Replace all references to “the Law” to “the Act” in the Memorandum and Articles of Association.

NOTICE OF AGM



Chuanglian Holdings Limited

創聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2371)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Chuanglian Holdings Limited (the “Company”) will be held at Rooms 2009-18, 20/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 May 2023 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2022;
2. (a) To re-elect Mr. Lu Xing as executive director of the Company (the “Director(s)”);

(b) To re-elect Mr. Leung Siu Kee, who has served the Company for more than nine years, as an independent non-executive Director;

(c) To re-elect Ms. Wang Shuping, who has served the Company for more than nine years, as an independent non-executive Director; and

(d) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.
3. To re-appoint the auditor of the Company, SHINEWING (HK) CPA Limited, and to authorise the Board to fix their remuneration.

NOTICE OF AGM

By way of special business of the Company, to consider and, if thought fit, pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under any share option scheme of the Company or any other 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 in the Company or rights to acquire shares in the Company; or (iii) 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 the Company in accordance with the memorandum and articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into shares in the Company, unissued shares in the capital of the Company 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 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 after the end of the Relevant Period;
- (c) the amount of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) and issued by the Company pursuant to the exercise by the Directors of the powers to be granted to them in paragraph (a) of this resolution, shall not exceed 20% of the shares of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission (the “SFC”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the amount of shares in the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 memorandum and articles of association of the Company or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** conditional upon resolution Nos. 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares in the Company pursuant to the said resolution No. 4 be and is hereby extended by the addition thereto of an amount representing the amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to the said resolution No. 5, provided that the amount of shares so repurchased by the Company shall not exceed 10% of the issued shares of the Company at the date of passing of this resolution.”

SPECIAL RESOLUTION

7. “**THAT** the memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 27 April 2023 (the “Circular”); and the amended and restated memorandum and articles of association of the Company (the “Amended and Restated Memorandum and Articles of Association”) in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and for identification purpose signed by the Chairman of the meeting, which consolidates all the proposed amendments mentioned in the Circular, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the meeting and that the Directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the Amended and Restated Memorandum and Articles of Association.”

On behalf of the Board
Chuanglian Holdings Limited
Lu Xing
Chairman and executive Director

Hong Kong, 27 April 2023

NOTICE OF AGM

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Rooms 2009-18, 20/F.
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/its and vote on his/her behalf at the above meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
2. 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 certified copy of that power of attorney or authority, must be deposited at the Company at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong or the Company's Hong Kong share registrar and transfer office, 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 the meeting.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the above meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share(s) of the Company, any one of such joint holders may vote at the above meeting, either in person or by proxy, in respect of such share(s) of the Company as if he/she is solely entitled thereto, but if more than one of such joint holders are present at the above meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. 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 of the share(s) of the Company.
5. The register of members of the Company will be closed from Thursday, 18 May 2023 to Tuesday, 23 May 2023, both days inclusive, during which period no transfers of shares shall be registered. The holder of Shares whose name appears on the register of members of the Company on Tuesday, 23 May 2023 will be entitled to attend and vote at the annual general meeting. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 17 May 2023.

As at the date of this notice, the Board comprises Mr. Lu Xing (Chairman), Mr. Gao Yongzhi, Mr. Li Jia, Mr. Xu Dayong and Mr. Zhang Jie as executive Directors; and Mr. Leung Siu Kee, Mr. Wu Yalin and Ms. Wang Shuping as independent non-executive Directors.