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If you have sold all your shares in Chuang's Consortium International Limited, you should at once hand this circular and the accompanying 2023 Annual Report and proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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Chuang's Consortium International Limited

(莊士機構國際有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 367)

Directors:

Mr. Albert Chuang Ka Pun, J.P.
(Chairman and Managing Director)
Mr. Richard Hung Ting Ho (Vice Chairman)
Mr. Edwin Chuang Ka Fung (Deputy Managing Director)
Miss Ann Li Mee Sum
Mrs. Candy Kotewall Chuang Ka Wai
Mr. Geoffrey Chuang Ka Kam
Mr. Chan Chun Man
Mr. Abraham Shek Lai Him, G.B.S., J.P.*
Mr. Fong Shing Kwong*
Mr. Yau Chi Ming*
Mr. David Chu Yu Lin, S.B.S., J.P.*
Mr. Tony Tse Wai Chuen, B.B.S., J.P.*

Registered Office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal Office in Hong Kong:

25th Floor
Alexandra House
18 Chater Road
Central
Hong Kong

* Independent non-executive directors

28 July 2023

To the Shareholders,

Dear Sir or Madam,

PROPOSALS INVOLVING (I) RE-ELECTION OF RETIRING DIRECTORS AND (II) GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

1. INTRODUCTION

It is proposed that at the annual general meeting (the "AGM") of Chuang's Consortium International Limited (the "Company", together with its subsidiaries, the "Group") to be held via a virtual meeting online at <https://spot-meeting.tricor.hk/#/367> on Friday, 8 September

2023 at 12:00 noon, resolutions will be proposed, *inter alia*, (i) to re-elect the retiring directors as directors of the Company (the “Director(s)”) and (ii) to grant to the board of Directors (the “Board”) of the Company a general mandate to repurchase shares of HK\$0.25 each (the “Shares”) of the Company. This circular gives the information reasonably necessary to enable shareholders of the Company (the “Shareholder(s)”) to make an informed decision on whether to vote for or against the above resolutions. The Board has confirmed that having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the proposed resolutions under Rule 2.17 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Bye-law nos. 87(1) and 87(2) of the bye-laws of the Company (the “Bye-laws”) and Appendix 14 of the Listing Rules, four Directors, Mr. Richard Hung Ting Ho, Miss Ann Li Mee Sum, Mr. Abraham Shek Lai Him and Mr. Fong Shing Kwong (collectively, the “Retiring Directors”) will retire at the AGM and, being eligible, will offer themselves for re-election at the AGM. Pursuant to Code B.2.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, Mr. Abraham Shek Lai Him and Mr. Fong Shing Kwong have served as independent non-executive Directors for more than nine years and re-election of them will be subject to a separate resolution to be approved by the Shareholders.

The Board has assessed the suitability of the Retiring Directors with reference to the selection criteria including, *inter alia*, diversity in all aspects (including but not limited to gender, age, cultural and educational background, professional experience and skills) as set out in the nomination policy of the Company and the benefits of having a diverse Board as set out in the board diversity policy of the Company through the nomination committee of the Company (the “Nomination Committee”). The Board has endorsed the recommendation from the Nomination Committee and recommends the Retiring Directors to stand for re-election at the AGM.

The Board has also assessed the independence of Mr. Abraham Shek Lai Him and Mr. Fong Shing Kwong with reference to the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Abraham Shek Lai Him and Mr. Fong Shing Kwong have provided the confirmation of independence to the Board and the Board is satisfied that each of them remains independent.

Mr. Abraham Shek Lai Him and Mr. Fong Shing Kwong have acted as independent non-executive Directors for more than nine years. Throughout their directorships with the Company, they have participated in Board meetings to give impartial advice and exercise independent judgement, served on various committees of the Board but have never engaged in any executive management. Taking into consideration of the independent nature of their roles and duties in the past years, the Board considers each of Mr. Abraham Shek Lai Him and Mr. Fong Shing Kwong to be independent under the Listing Rules although each of them has served the Company for more than nine years. The Board believes that the continuous appointment of each of Mr. Abraham Shek Lai Him and Mr. Fong Shing Kwong as an independent non-executive Director will help to maintain the stability of the Board as each of

them has, over time, gained valuable insights into the business strategy and policies of the Group. They also contribute to the diversity of the Board, in particular, with their respective diverse business and professional backgrounds which enable each of them to provide independent and objective view to the Company's affairs.

Mr. Abraham Shek Lai Him currently holds more than seven directorships in other listed companies in Hong Kong. Taking into account of the relevant expertise of Mr. Abraham Shek Lai Him, his good track records in attending the Company's meetings and providing feedbacks to the Company's affairs from time to time; and he has provided a confirmation to the Company that he would ensure to devote sufficient time to the Board and the committees of the Company in which he is a member. The Board believes Mr. Abraham Shek Lai Him would still be able to devote sufficient time to the Board.

Set out below are the biographical details of the four Retiring Directors proposed to be re-elected:

Mr. Richard Hung Ting Ho ("Mr. Hung") (aged 69), the Vice Chairman, has over 44 years of experience in corporate development and general management. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Hong Kong Chartered Governance Institute. Mr. Hung joined the Board as an executive Director in September 2016 until his appointment as a Joint Managing Director in October 2017. He was further re-designated as the Vice Chairman in October 2019. Mr. Hung is also a director of various subsidiaries of the Company being responsible for the overall management of these subsidiaries. He also holds directorships in certain private companies beneficially owned by Mr. Alan Chuang Shaw Swee ("Mr. Alan Chuang", the honorary chairman and controlling shareholder of the Company). The annual remuneration for Mr. Hung is approximately HK\$2,630,000, including the Director's fee, salary, retirement scheme contribution and other benefits, which is paid by the Group and is determined by the Board with reference to his duties and experience as well as the prevailing market conditions.

Miss Ann Li Mee Sum ("Miss Li") (aged 62), an executive Director, has over 37 years of experience in finance, corporate finance and business management. She is the deputy chairman, an executive director, of Chuang's China Investments Limited (stock code: 298) ("Chuang's China", together with its subsidiaries, the "Chuang's China Group") which is a 61.15% owned subsidiary of the Company (its shares are listed on the Stock Exchange) and a member of the corporate governance committee of Chuang's China. Miss Li holds a Master degree in Business Administration and is a fellow member of the Chartered Institute of Management Accountants. Miss Li joined the Group in November 1999 and is also a director of various subsidiaries of Chuang's China being responsible for the overall management of these subsidiaries. The annual remuneration for Miss Li is approximately HK\$2,782,200, including the director's fee, salary, retirement scheme contribution and other benefits, which is paid by the Chuang's China Group and is determined by the board of directors of Chuang's China with reference to her duties and experience as well as the prevailing market conditions. She is also entitled to a Director's fee of HK\$30,000 per annum payable by the Company which was determined by the Board with reference to the related payment made by the Company in previous years.

In compliance with rule 13.51(2)(1) of the Listing Rules, Miss Li disclosed that before she joined the Chuang's China Group, she had been a director of The New China Hong Kong Capital Limited ("New China") which was a private company incorporated in Hong Kong. The nature of business of New China was investment holding. She resigned as a director of New China on 8 September 1998. According to the knowledge of Miss Li, New China commenced the voluntary liquidation on 25 January 1999 but she is not aware of the amounts involved or the outcome in relation to the voluntary liquidation of New China.

Mr. Abraham Shek Lai Him¹ ("Mr. Shek") G.B.S., J.P. (aged 78), was appointed as an independent non-executive Director in May 2004. He is the chairman of the audit committee, the nomination committee and the remuneration committee of the Company. Mr. Shek is a former member of the Legislative Council for the Hong Kong Special Administrative Region from 2000 to 2021. He is currently a member of the Court and the Council of The University of Hong Kong, a honorary member of the Court of The Hong Kong University of Science & Technology and a Court member of City University of Hong Kong. Mr. Shek holds a bachelor degree of arts and a Juris Doctor degree. He is the chairman and an executive director of Goldin Financial Holdings Limited (Provisional Liquidators Appointed) (stock code: 530) which is listed on the Stock Exchange. He is the honorary chairman and an independent non-executive director of Chuang's China, an independent non-executive director of Paliburg Holdings Limited (stock code: 617), NWS Holdings Limited (stock code: 659), Country Garden Holdings Company Limited (stock code: 2007), ITC Properties Group Limited (stock code: 199), China Resources Cement Holdings Limited (stock code: 1313), Lai Fung Holdings Limited (stock code: 1125), Cosmopolitan International Holdings Limited (stock code: 120), Everbright Grand China Assets Limited (stock code: 3699), CSI Properties Limited (stock code: 497), Far East Consortium International Limited (stock code: 35), Shin Hwa World Limited (stock code: 582), Hao Tian International Construction Investment Group Limited (stock code: 1341) and Alliance International Education Leasing Holdings Limited (stock code: 1563), all are listed on the Stock Exchange. Mr. Shek is also an independent non-executive director of Eagle Asset Management (CP) Limited, the manager of Champion Real Estate Investment Trust (stock code: 2778), and Regal Portfolio Management Limited, the manager of Regal Real Estate Investment Trust (stock code: 1881), both trusts are listed on the Stock Exchange. During the last three years, he had been an independent non-executive director of Lifestyle International Holdings Limited (stock code: 1212), SJM Holdings Limited (stock code: 880), the shares of which are listed on the Stock Exchange. Mr. Shek is entitled to a Director's fee of HK\$200,000 per annum which is determined by the Board by reference to his duties and experience as well as the prevailing market conditions. He, being an independent non-executive director and the honorary chairman of Chuang's China, is also entitled to a fee of HK\$430,000 per annum which is determined by Chuang's China.

In compliance with rule 13.51(2)(1) of the Listing Rules, Mr. Shek disclosed that he is the chairman and an executive director of Goldin Financial Holdings Limited (Provisional Liquidators Appointed) (stock code: 530, "Goldin"), a company incorporated in Bermuda and the shares of which are listed on the Stock Exchange. According to the public information available on the website of the Stock Exchange, Goldin is an investment holding company and the principal activities of its subsidiaries are provision of factoring services, financial

¹ also known as Abraham Razack

investment, winery and wine related business, property development and investment, and operation of restaurants. On 7 October 2020, Goldin received a winding up petition dated 7 August 2020 presented by DB Trustees (Hong Kong) Limited (“DBT”) to the Supreme Court of Bermuda for the purported winding-up of Goldin (the “DBT Petition”). The DBT Petition was filed by DBT in relation to a dual tranche term loan facility in the principal amounts of approximately HK\$1,494.9 million and US\$243 million (collectively, the “Loan”) owed by two direct wholly-owned subsidiaries of Goldin to certain independent financial institutions, with DBT as the security agent of the Loan and Goldin as the corporate guarantor of the Loan. Based on Mr. Shek and the latest announcement published by Goldin dated 7 June 2023, the hearing of the DBT Petition has been adjourned to 21 July 2023 (Bermuda time). Investors or Shareholders should refer to the announcements published by Goldin by themselves, if they wish to know in details.

Mr. Fong Shing Kwong (“Mr. Fong”) (aged 75), was appointed as an independent non-executive Director in 2008. Mr. Fong is a member of the audit committee, the nomination committee and the remuneration committee of the Company. He has over 45 years of experience in the hospitality industry and has extensive experience in property development, asset and facility management and investment business in the People’s Republic of China. Mr. Fong is entitled to a Director’s fee of HK\$200,000 per annum, subject to adjustment as appropriate to be determined by the Board by reference to his duties and experience as well as the prevailing market conditions.

Save as disclosed above, each of the Retiring Directors did not hold any other directorship in any other listed company in Hong Kong or overseas over the last three years. All the Retiring Directors have no specified length or proposed length of service with the Company and are subject to retirement by rotation and re-election at least once every three years pursuant to Appendix 14 of the Listing Rules and the Bye-laws.

Except as mentioned above, as at 14 July 2023 (the “Latest Practicable Date”), all the Retiring Directors subject to re-election have no interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance, no relationship with any other Directors, senior management, substantial or controlling Shareholders and no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Board be given a general mandate to exercise all powers of the Company to repurchase issued and fully paid Shares of the Company. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10 per cent. of the share capital of the Company in issue on the date of the passing of the resolution.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out below.

As at the Latest Practicable Date, there were in issue an aggregate of 1,672,553,104 Shares. Exercising in full of the mandate, if so approved, on the basis that no further Shares shall be issued and repurchased prior to the date of the AGM, could accordingly result in up to 167,255,310 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or any applicable law or (iii) the revocation or variation of authority given under the ordinary resolution of the Shareholders in general meeting of the Company.

Reasons for the repurchases

The Board considers that the mandate will provide the Company with the flexibility to make Shares repurchases when appropriate and beneficial to the Company. Such repurchases may enhance the net asset value per Share and/or earnings per Share. As compared with the financial position of the Company as at 31 March 2023 (being the date of the latest published audited accounts of the Company), the Board considers that there may be 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 Board does 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 its gearing levels which in the opinion of the Board are from time to time appropriate for the Company.

Funding of the repurchases

The Company is empowered by its Memorandum of Association of the Company (the “Memorandum of Association”) and the Bye-laws to repurchase its Shares and in repurchasing Shares, may only apply funds legally available for such purpose in accordance with its Memorandum of Association and the Bye-laws and the laws of Bermuda. Bermuda law provides that the amount of capital paid in connection with the share repurchases may only be paid out of either the capital paid up on the shares to be repurchased, the funds of the company otherwise available for distribution or the proceeds of a new issue of shares made for the purpose. The amount of premium payable on redemption may only be paid out of the funds of the Company otherwise available for dividend or distribution or out of the share premium or contributed surplus accounts of the Company. In accordance with the Listing Rules, the listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase and the Company would apply for listing of any further issue of Shares in the normal way.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of the general mandate to repurchase Shares whether in whole or in part will not result in less than 25 per cent. of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules.

Directors, their close associates and core connected persons

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their close associates has any present intention, in the event that the proposal is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or its subsidiaries nor has he/she undertaken not to sell any of the Shares held by him/her to the Company or its subsidiaries in the event that the Company is authorized to make repurchases of Shares.

Undertaking of the Board

The Board has undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules, the laws of Bermuda and in accordance with the regulations set out in the Memorandum of Association and the Bye-laws.

Effect of takeovers code

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of The Codes on Takeovers and Mergers ("Takeovers Code") and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Alan Chuang, through Evergain Holdings Limited was interested in aggregate in 949,581,644 Shares, representing approximately 56.77 per cent. of the issued share capital of the Company. In the event that the Board were to exercise in full of the power to repurchase Shares which is to be granted pursuant to the proposed resolution, the shareholding of the said Shareholder would increase to approximately 63.08 per cent. of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

Shares repurchase made by the Company

The Company had not made any purchase of Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

During each of the twelve months from July 2022 up to and including the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

Month	Shares Traded Price (HK\$)	
	Highest	Lowest
July 2022	1.17	1.02
August 2022	1.14	1.05
September 2022	A0.88	A0.78
October 2022	0.82	0.72
November 2022	0.75	0.67
December 2022	0.74	0.67
January 2023	0.72	0.67
February 2023	0.72	0.64
March 2023	0.70	0.60
April 2023	0.68	0.60
May 2023	0.65	0.56
June 2023	0.59	0.51
July 2023 (up to and including the Latest Practicable Date)	0.56	0.51

4. 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 Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

5. MEETING ARRANGEMENTS AND ACTION TO BE TAKEN

The AGM will be conducted via a virtual meeting online. Shareholders may join the AGM through the e-Meeting system by visiting the website at <https://spot-emeeting.tricor.hk/#/367> (the “e-Meeting System”) by using their computers, tablet devices or smartphones. Shareholders attending the AGM using the e-Meeting System will be deemed to be present at, and will be counted towards the quorum of the meeting.

Registered Shareholders will be able to attend the AGM through the e-Meeting System, vote, speak and submit questions or comments online through the e-Meeting System to us and other Shareholders. Each registered Shareholder’s personalized login and access code will be sent to him or her or it under separate copy around one week before the AGM. In the case of joint registered holders of any Share(s), only **ONE PAIR** of login and access code will be provided to the joint registered holders. Any one of such joint registered holders may attend or vote in respect of such Share(s) as if he/she/it was solely entitled thereto.

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

For online voting at the AGM, the Shareholders can refer to our separate letter to be sent to you and the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed therein) for details. If you have any queries on the above, please contact the Company’s share registrar in Hong Kong, Tricor Standard Limited, via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (i) attend the AGM via e-Meeting System which enables live streaming and interactive platform for questions and answers and submit their voting online; or
- (ii) appoint chairman of the AGM or other persons as your proxy to vote on your behalf.

A proxy form for use at the AGM is enclosed in the annual report of the Company for the year ended 31 March 2023 despatched together with this circular. Whether or not you intend to attend the AGM, you are requested to complete the said proxy form and return it to the Company’s share registrar in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.

Each registered Shareholder is requested to provide a valid email address of his or her proxy (except appointing “the Chairman of the Meeting” as proxy) for the proxy to receive the login and access code to view a live streaming webcast of the AGM, vote, speak and submit questions or comments online through the e-Meeting System. The proxy’s authority and instruction will be revoked if the registered Shareholder attend and vote at the AGM via the e-Meeting System.

If Typhoon Signal No. 8 or above, or “extreme conditions” caused by super typhoons, or a “black” rainstorm warning is in effect any time and remains in force at 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the respective website of the Company and the Stock Exchange to notify Shareholders of the date and time of the rescheduled meeting as soon as practicable.

6. VOTING AT THE AGM

Pursuant to Bye-law no. 66 of the Bye-laws and 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 by a show of hands.

7. RECOMMENDATION

The Board believes that (i) the re-election of the Retiring Directors and (ii) the grant of general mandate for the Board to repurchase Shares are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed resolutions set out in the notice of the AGM.

Yours faithfully,
For and on behalf of
Chuang’s Consortium International Limited
Albert Chuang Ka Pun
Chairman and Managing Director