
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Chong Kin Group Holdings Limited (the “Company”), you should at once hand this circular 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 the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



CHONG KIN GROUP HOLDINGS LIMITED
創建集團(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1609)

**PROPOSED RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
EXTENSION OF ISSUE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF INDEPENDENT AUDITOR,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on Wednesday, 26 August 2020 at 10:00 a.m., at Suite 6808, 68th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof (as the case may be), should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Measures will be taken to prevent and control the spread of the novel coronavirus at the AGM, including:

- compulsory body temperature checks and health declarations
- recommended wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. For further details, please refer to page 3 of this circular.

The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

27 July 2020

CONTENTS

	<i>Page</i>
DEFINITIONS	1
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING ...	3
LETTER FROM THE BOARD	4
APPENDIX I — EXPLANATORY STATEMENT	8
APPENDIX II — DETAILS OF RETIRING DIRECTORS SUBJECT TO RE-ELECTION	11
NOTICE OF ANNUAL GENERAL MEETING	15

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 Suite 6808, 68th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Wednesday, 26 August 2020 at 10:00 a.m. for the purpose of considering and if thought fit, approving the resolutions proposed in this circular or its adjournment;
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular;
“Articles”	the articles of association of the Company as amended and restated from time to time;
“Board”	the board of Director(s);
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	Chong Kin Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on Main Board of the Stock Exchange;
“core connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing the resolution approving the Issue Mandate;
“Latest Practicable Date”	17 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC”	the People’s Republic of China;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase the Shares not exceeding 10% of the total number of issued Shares as at the date of passing the resolution approving the Repurchase Mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 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)”	registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs as amended, modified and supplemented from time to time; and
“%”	per cent.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

We care about the health of our Shareholders, staff and stakeholders which is of paramount importance. In view of the ongoing novel coronavirus pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at the meeting venue entrance. Any person whose body temperature over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee shall declare whether (a) he/she has travelled outside Hong Kong within the 14-day period immediately before the date of AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions or is wearing a wristband for compulsory quarantine may be denied entry into the meeting venue or be required to leave the meeting venue.
- (iii) The Company encourages each attendee inside the meeting venue to wear self-prepared surgical face mask throughout the meeting and to maintain a safe distance.
- (iv) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting for the purpose of exercising voting rights is not necessary. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and returning the proxy form attached to this circular.

If any Shareholder has any question relating to precautionary measures of the meeting, please contact the Company's branch share registrar, Tricor Investor Services Limited, as follows:

Address: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185



CHONG KIN GROUP HOLDINGS LIMITED
創建集團(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1609)

Executive Directors:

Mr. Zhang Jinbing (*Chairman and Chief Executive Officer*)
Mr. Ni Biao
Mr. Yang Rui

Non-executive Director:

Mr. Yan Haiting

Independent non-executive Directors:

Dr. Zhu Zhengfu
Dr. Li Yifei
Mr. Tam Ping Kuen Daniel

Registered Office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Head Office and Principal

Place of Business:
Suite 6808, 68th Floor
Central Plaza
18 Harbour Road
Wan Chai
Hong Kong

27 July 2020

To the Shareholders,

Dear Sir or Madam,

**PROPOSED RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
EXTENSION OF ISSUE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF INDEPENDENT AUDITOR,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and provide you with the information regarding the above resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

The Directors will propose at the AGM the resolutions for, among other matters, (i) the Issue Mandate and Repurchase Mandate; (ii) the extension to the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate; (iii) the re-election of the retiring Directors; (iv) the re-appointment of independent auditor; and (v) to give the Shareholders notice of the AGM.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions were passed at the annual general meeting of the Company held on 30 August 2019, whereby general mandates were given to the Directors, among others, (i) to allot, issue and deal with new Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing such resolution; and (ii) to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing such resolution. Such general mandates will lapse at the conclusion of the forthcoming AGM.

Ordinary resolutions will be proposed at the AGM to seek approval of the Shareholders to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the total number of the issued Shares as at the date of passing the proposed resolutions; and
- (ii) to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing the proposed resolutions.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if so granted to the Directors at the AGM).

As at the Latest Practicable Date, the issued share capital of the Company comprised 977,760,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to allot, issue and otherwise deal with a maximum of 195,552,000 new Shares, representing 20% of the total number of the issued Shares as at the date of the resolution under the Issue Mandate, and the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 97,776,000 Shares, representing 10% of the total number of the issued Shares as at the date of the resolution under the Repurchase Mandate.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I.

LETTER FROM THE BOARD

EXTENSION TO ISSUE MANDATE

Subject to the passing of the ordinary 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 the addition to the number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 7 of the notice of the AGM.

RE-ELECTION OF RETIRING DIRECTORS

Mr. Yang Rui, executive Director, Mr. Yan Haiting, non-executive Director, Dr. Li Yifei, independent non-executive Director and Dr. Zhu Zhengfu, independent non-executive Director will retire from their offices as Directors at the AGM and offer themselves for re-election pursuant to article 108(a) of the Articles.

Biographical details of each of the retiring directors who offer himself for re-election at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE INDEPENDENT AUDITOR

KTC Partners CPA Limited will retire as the independent auditor of the Company at the AGM and being eligible offer themselves for re-appointment as the independent auditor of the Company.

The Board upon the recommendation of the audit committee of the Board, proposes to re-appoint KTC Partners CPA Limited as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration.

CLOSURE OF REGISTER

The Register will be closed from Friday, 21 August 2020 to Wednesday, 26 August 2020, both days inclusive, during which period no transfer of the Shares can be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 20 August 2020.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Suite 6808, 68th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Wednesday, 26 August 2020 at 10:00 a.m. is set out on pages 15 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for use at the AGM (or any adjournment thereof) is enclosed to this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.chongkin.com.hk). Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should you so wish.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension to the Issue Mandate, the re-election of retiring Directors and the re-appointment of independent auditor as set out in the notice of AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM on pages 15 to 19 of this circular.

GENERAL INFORMATION

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

By order of the Board
CHONG KIN GROUP HOLDINGS LIMITED
Zhang Jinbing
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to all Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2020 (being the date to which the latest audited consolidated financial statements of the Company), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 977,760,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors

would be authorised to exercise the powers of the Company to repurchase a maximum of 97,776,000 Shares, representing 10% of the entire issued Share Capital of the Company as at the date of passing the relevant resolution.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the articles of association of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, 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 Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, 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.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Prestige Rich Holdings Limited ("**Prestige Rich**") held 477,170,000 Shares representing 48.8% of the issued share capital of the Company. Prestige Rich is legally and beneficially solely owned by the chairman and chief executive director of the Company Mr. Zhang Jinbing ("**Mr. Zhang**"). By virtue of the SFO, Mr. Zhang is deemed, or taken to be, interested in the Shares held by Prestige Rich in the Company. Prestige Rich and Mr. Zhang are collectively referred to as the Controlling Shareholders.

If the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate, if approved by the Shareholders, is exercised in full), the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 97,776,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date). The shareholding percentage of the Controlling Shareholders will be increased to approximately 53.66% of the issued share capital of the Company immediately following the full exercise of the Repurchased Mandate. The Directors are not aware of any consequences of such increase under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be held in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares being held in public hands.

7. 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 their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
January	3.02	2.80
February	3.00	2.70
March	3.00	2.50
April	2.80	2.50
May	2.51	2.30
June	2.80	1.80
July (until the Latest Practicable Date)	3.80	2.39
2019		
July	5.20	4.86
August	4.85	4.40
September	4.50	4.08
October	4.08	3.55
November	3.60	3.10
December	3.31	2.82

The following are the biographical details of the Directors proposed to re-elected at the AGM:

EXECUTIVE DIRECTOR

Mr. Yang Rui (楊蕤先生) (“Mr. Yang”), aged 54, was appointed as an executive Director of the Company on 2 September 2019. Mr. Yang graduated from 中南工業大學 (Central South University of Technology*) in the PRC with a Bachelor Degree in Metallurgical Analytical Chemistry in 1988 and obtained a Master Degree in Business Administration from Murdoch University in Western Australia in 2001. Mr. Yang has extensive senior managerial experiences serving various PRC and multinational companies particularly in the field of import and export of non-ferrous metals. Prior to joining the Company, Mr. Yang held key management positions including president, deputy general manager and business development manager at several companies in the PRC and Hong Kong including Royal International Trading Limited since 2002, Shum Yip Nonfemet Hong Kong Limited from 1995 to 2000 and China National Nonferrous Metals Import and Export Corporation Guangzhou and Shenzhen Branch from 1989 to 1995, the principal business of these companies involve sale and promotion of non-ferrous metals and related products.

Mr. Yang does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Yang is interested in 99,424,000 Shares of the Company which represents approximately 10.83% of the total issued share capital of the Company. Save as disclosed above, Mr. Yang does not have any other interests in the Shares within the meaning of Part XV of the SFO. Mr. Yang does not have any relationship with any other Directors, senior management or substantial Shareholders of the Company and does not hold any other position with the Company or other members of the Group.

Mr. Yang has entered into a letter of appointment with the Company for a term of two years with effect from 2 September 2019, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. He is entitled to receive a remuneration of HK\$120,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there are no other matters relating to the re-election of Mr. Yang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2) of the Listing Rules.

NON-EXECUTIVE DIRECTOR

Mr. Yan Haiting (閔海亭先生) (“**Mr. Yan**”), aged 57, was appointed as a non-executive Director of the Company on 23 January 2020, Mr. Yan graduated from Henan University in China with a Bachelor of Art degree in 1988 and obtained a Master’s Degree in Economics from Renmin University of China in 2001. Mr. Yan joined the foreign investment department of the People’s Bank of China (the “**PBC**”) in 1996 responsible for its financial affairs in Hong Kong, Macau and Taiwan, and was transferred to the international department of PBC in 1999 responsible for financial affairs in America. From the period in 2001 and 2002, he was seconded to The Hongkong and Shanghai Banking Corporation in the United Kingdom to learn corporate financial and asset management business. Mr. Yan served as deputy director and was promoted to the position of director in the international department of PBC from the period 2003 to 2005. From 2006 to 2010, he was the chief representative (counselor title) of PBC of Europe, responsible for the coordination with major economics in Europe, policy research and formulating proposals to PBC and the State Council of China regarding the formulation of and decisions in economic and financial policies. From 2010 to 2013, Mr. Yan served as the vice chairman and chief executive officer of Agriculture Bank of China (UK) Limited, responsible for business and market operations. From 2014 to 2017, Mr. Yan acted as the executive director and chief executive officer of China First Capital Group Limited, a public company listed on the Main Board of the Stock Exchange of Hong Kong (Stock Code: 1269), which is principally engaged in automotive parts business and financial services business. Currently, Mr. Yan is the vice chairman and executive director of GoSource Group Limited, chairman of GoSource Italy s.r.l. and executive director of GoSource Capital Limited.

Save as disclosed, Mr. Yan does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Mr. Yan does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Yan has entered into a letter of appointment with the Company for a term of three years with effect from 23 January 2020, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. He is entitled to receive a director’s fee of HK\$120,000 per annum which is determined by arm’s length negotiation between Mr. Yan and the Company and with reference to his duties and responsibilities.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there are no other matters relating to the re-election of Mr. Yan that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Li Yifei (李亦非博士) (“Dr. Li”), aged 55, is an independent non-executive Director, member of the audit committee, the remuneration committee and the nomination committee of the Company. Dr. Li graduated from the School of Economics of Wuhan University in 1985 and obtained a Doctoral degree in Economics in December 2000. He is the chairman of the board of directors of 廣州華藝企業集團有限公司 (Guangzhou Huayi Enterprise Group Co., Ltd*), a committee member of the Guangdong Province Committee of the Chinese People’s Political Consultative Conference, president of 廣州市大藝文化藝術基金會 (Guangzhou Dayi Culture and Arts Fund*) and member of the board of directors of Wuhan University. Dr. Li was also an independent non-executive director of Apollo FMG for the period from May 2015 to November 2017, a company listed on the Stock Exchange (stock code: 860).

Save as disclosed, Dr. Li does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Dr. Li does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

The proposed term of service of Dr. Li is two years, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. He is entitled to receive a director’s fee of HK\$120,000 per annum which is determined by arm’s length negotiation between Dr. Li and the Company and with reference to his duties and responsibilities.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there are no other matters relating to the re-election of Dr. Li that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2) of the Listing Rules.

* For identification purpose only

Dr. Zhu Zhengfu (朱征夫博士) (“Dr. Zhu”), aged 55, is an independent non-executive Director, member of the audit committee, the remuneration committee and the nomination committee of the Company. Dr. Zhu obtained the qualification of the independent directorship jointly awarded by the China Securities Regulatory Commission and School of Management, Fudan University in the PRC in April 2002. He received a Master’s and Doctoral degree in laws from Wuhan University, the PRC in July 1987 and December 1997 respectively. Dr. Zhu is also a member of the National Committee of the Chinese People’s Political Consultative Conference and the vice president of All China Lawyers Association. Dr. Zhu is an independent non-executive director of Dongjiang Environmental Company Limited, a company listed on the Stock Exchange (stock code: 895), Zall Group Ltd., a company listed on the Stock Exchange (stock code: 2098), and Poly Real Estate Group Co., Ltd. the shares of which are listed on Shanghai Stock Exchange (stock code: 600048). Dr. Zhu was an independent non-executive director of Beijing Honggao Creative Construction Design Co., Ltd. the shares of which are listed on Shenzhen Stock Exchange (stock code: 2504) for the period from November 2014 to November 2017, a member of the supervisory committee of CSSC Offshore & Marine Engineering (Group) Company Limited a company listed on the Stock Exchange (stock code: 317) since May 2011 and an independent non-executive director of Apollo FMG for the period from May 2015 to November 2017, a company listed on the Stock Exchange (stock code: 860).

Save as disclosed, Dr. Zhu does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Dr. Zhu does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

The proposed term of service of Dr. Zhu is two years, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. He is entitled to receive a director’s fee of HK\$120,000 per annum which is determined by arm’s length negotiation between Dr. Zhu and the Company and with reference to his duties and responsibilities.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there are no other matters relating to the re-election of Dr. Zhu that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



CHONG KIN GROUP HOLDINGS LIMITED

創建集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1609)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Chong Kin Group Holdings Limited (the “**Company**”) will be held at Suite 6808, 68th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Wednesday, 26 August 2020 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the independent auditor of the Company and its subsidiaries for the year ended 31 March 2020.
2.
 - (a) To re-elect Mr. Yang Rui as an executive Director;
 - (b) To re-elect Mr. Yan Haiting as a non-executive Director;
 - (c) To re-elect Dr. Li Yifei as an independent non-executive Director; and
 - (d) To re-elect Dr. Zhu Zhengfu as an independent non-executive Director.
3. To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
4. To re-appoint KTC Partners CPA Limited as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.
5. “**THAT:**
 - (A) subject to paragraph (C) of this resolution below, 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 additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company 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 or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (the “Articles”) from time to time, shall not exceed 20% of the total number of the issued shares of the Company at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 laws of the Cayman Islands or the Company’s Articles or any applicable laws to be held; or
- (iii) the date on which the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares on the register of members 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

NOTICE OF ANNUAL GENERAL MEETING

6. “THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued 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 of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 laws of the Cayman Islands or the Company’s articles of association or any applicable laws to be held; or
- (iii) the date on which the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of the ordinary resolutions nos. 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part (“**this Notice**”), the general and unconditional mandate granted to the directors of the Company pursuant to resolution no. 5 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing resolution no. 6.”

By Order of the Board
CHONG KIN GROUP HOLDINGS LIMITED
Zhang Jinbing
Chairman

Hong Kong, 27 July 2020

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. A form of proxy for use at the Meeting is enclosed. To be valid, the form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint registered holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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.
6. Completion and delivery of the form of proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution no. 6 as set out in this notice is enclosed in this circular.
8. The transfer books and Register of Members of the Company will be closed from Friday, 21 August 2019 to Wednesday, 26 August 2019, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 20 August 2020.
9. Concerning ordinary resolution no. 2 above, each of Mr. Yang Rui, Mr. Yang Haiting, Dr. Li Yifei and Dr. Zhu Zhengfu is proposed to be re-elected as Directors of the Company. The biographical details and interests in the securities of the Company (if any) of Mr. Yang Rui, Mr. Yang Haiting, Dr. Li Yifei and Dr. Zhu Zhengfu are set out on pages 11 and 14 in Appendix II in this circular.
10. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.
11. If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at www.chongkin.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Zhang Jinbing, Mr. Ni Biao, Mr. Yang Rui, the non-executive Director is Mr. Yan Haiting and the independent non-executive Directors are Dr. Zhu Zhengfu, Dr. Li Yifei and Mr. Tam Ping Kuen Daniel.