
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.

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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 Tuesday, 31 August 2021 at 10:00 a.m., at Suite 6808, 68th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong is set out on pages 17 to 21 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.

30 July 2021

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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 Suite 6808, 68th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Tuesday, 31 August 2021 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 17 to 21 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”	26 July 2021, 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*)
Mr. Ma Chao (*Co-Chairman and Chief Executive Officer*)
Mr. Qiu Peiyuan
Mr. Leung Chi Kwong, Joe

Independent non-executive Directors:

Mr. Tam Ping Kuen, Daniel
Dr. Li Yifei
Ms. Chen Weijie

Registered Office:

Windward 3
Regatta Office Park
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

30 July 2021

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 26 August 2020, 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 1,095,388,000 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 219,077,600 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 109,538,800 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. Zhang Jinbing (“**Mr. Zhang**”), Chairman, Mr. Ma Chao (“**Mr. Ma**”), Co-Chairman and Chief Executive Officer, Mr. Qiu Peiyuan, Mr. Leung Chi Kwong, Joe, Mr. Tam Ping Kuen Daniel and Ms. Chen Weijie (the “**Retiring Directors**”) 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/herself 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 Thursday, 26 August 2021 to Tuesday, 31 August 2021, 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 Wednesday, 25 August 2021.

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 Tuesday, 31 August 2021 at 10:00 a.m. is set out on pages 17 to 21 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 17 to 21 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 2021 (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 1,095,388,000 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 109,538,800 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 633,600,000 Shares representing 57.84% of the issued share capital of the Company. Prestige Rich is legally and beneficially solely owned by the chairman 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 109,538,800 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 64.27% 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 price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
January	5.97	3.85
February	9.45	5.13
March	9.00	6.10
April	8.95	6.20
May	6.70	6.05
June	7.25	0.85
July	1.10	0.94
2020		
August	2.90	2.20
September	3.00	2.60
October	4.10	3.55
November	3.60	3.10
December	3.45	2.82

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

EXECUTIVE DIRECTOR

Mr. Zhang Jinbing (張金兵先生) (“**Mr. Zhang**”), aged 49, is an executive Director, Chairman of the Board and chairman of the nomination committee and risk management committee of the Company. Mr. Zhang is also the controlling shareholder (as defined in the Rules Governing the Listing of Securities in the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company. Mr. Zhang graduated with a Bachelor of Arts degree from Guangzhou Foreign Language Institute in 1994. He has extensive experience in corporate management. Mr. Zhang has served as Co-Chairman of the board of directors and non-executive Director of Apollo Future Mobility Group Limited (“**Apollo FMG**”) from 24 November 2017 to 19 March 2021, a company listed on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 860). From January 2015 to June 2015, Mr. Zhang served as an executive director and the chief executive officer of Apollo FMG. From June 2015 to November 2017, Mr. Zhang served as an executive director and the chairman of Apollo FMG. Mr. Zhang has also served as Chairman and executive Director of State Energy Group International Assets Holdings Ltd, a company listed on the Stock Exchange (stock code: 918), since October 2018. He was also an executive director of Synertone Communication Corporation, a company listed on the Stock Exchange (stock code: 1613), for the period from August 2012 to April 2014.

The proposed term of service of Mr. Zhang’s is three years, subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. He is entitled to receive a director’s fee of HK\$1.00 per annum. His remuneration package will be recommended by the remuneration committee of the Company with reference to his qualifications, experience and level of responsibilities undertaken and the prevailing market conditions.

As of the date of this announcement, Mr. Zhang is deemed to be interested in 633,600,000 ordinary shares of the Company, representing approximately 57.84% of its issued share capital. As of the date of this announcement, save as disclosed above, Mr. Zhang has confirmed that (i) he did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, (ii) he did not have any other relationship with any Director, senior management or substantial shareholders or controlling shareholders of the Company, and (iii) there is no other information that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company relating to Mr. Zhang’s re-election.

Mr. Ma Chao (馬超) (“Mr. Ma”), aged 38, is an executive Director, Co-Chairman of the Board and Chief Executive Officer of the company, he graduated from Beijing Jiaotong University in the People’s Republic of China (the “PRC”) with Bachelor’s degree in Administration in 2005. Mr. Ma has extensive experience in finance, investment and real estate project management. Mr. Ma currently serves as the co-chairman and executive director of Sparkle Roll Group Limited whose shares are listed on The Stock Exchange (stock code: 970). From April 2015 to November 2017, Mr. Ma served as an executive director of China Shandong Hi-Speed Financial Group Limited whose shares are listed on the Stock Exchange (stock code: 412).

As the Chief Executive Officer, executive Director and Co-Chairman of the Board, Mr. Ma will act together with Mr. Zhang Jinbing, the Chairman of the Board, and be responsible for the overall strategic development of the Company and evaluation and expansion of its businesses. He will preside over the work of the Board and the Company’s daily operations and management.

Mr. Ma has entered into a service contract with the Company for a term of three years commencing from 18 January 2021 unless terminated by not less than one month’s prior notice in writing served by either party to the other. Mr. Ma will hold office until the next general meeting of the Company and is eligible for re-election at such meeting, and he will be subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Mr. Ma’s annual remuneration shall be HK\$120,000 plus discretionary performance bonuses and other benefits. His remuneration package will be recommended by the remuneration committee of the Company with reference to his qualifications, experience and level of responsibilities undertaken and the prevailing market conditions.

As of the date of this announcement, Mr. Ma is deemed to be interested in 21,860,781 ordinary shares of the Company, representing approximately 2.00% of its issued share capital through JLB Capital Limited, an investment holding company solely owned by him. As of the date of this announcement, save as disclosed above, Mr. Ma has confirmed that (i) he did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, (ii) he did not have any other relationship with any Director, senior management or substantial shareholders or controlling shareholders of the Company, and (iii) there is no other information that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company relating to Mr. Ma’s re-election.

Mr. Qiu Peiyuan (仇沛沅), (“Mr. Qiu”) aged 56, he is an executive Director of the company, he graduated from the Nankai University, the PRC with a bachelor of science degree in Biology in 1986, he obtained a master degree in BioScience from the University of Hong Kong in 1998 and a master degree in Business Administration from the University of Western Ontario, Canada in 2003. Mr. Qiu is a chartered financial analyst and Canadian certified financial planner. Following his graduation, Mr. Qiu had joined the Bank of Nova Scotia as a senior analyst. He was also the vice president of T. Rowe Price Group for the period from 2008 to 2011, general manager of the international business department of Huabao Trust Co., Limited for the period from 2011 to 2015, and president of overseas investment department and senior managing director of Ping An Trust Co., Limited for the period from 2015 to 2019. Mr. Qiu serves as the chief executive officer of First Ocean Financial Holdings Co. Limited, he is also a partner and director of a Canadian Fund Company. Mr. Qiu is an independent non-executive Director of the NOVA Group Holdings Limited, whose shares are listed on The Stock Exchange (stock code: 1360) since 11 October 2018. He was a non-executive director of China Health Group Limited, whose shares are listed on The Stock Exchange (stock code: 673), for the period from 4 June 2018 to 2 September 2019.

Mr. Qiu has entered into a service contract with the Company for an initial term of three years commencing from 1 February 2021 unless terminated by not less than one month’s prior notice in writing served by either party to the other. Mr. Qiu will hold office until the next general meeting of the Company and is eligible for re-election at such meeting, and he will be subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Mr. Qiu’s annual remuneration shall be HK\$120,000, which is agreed between the Company and Mr. Qiu and reviewed and approved by the remuneration committee of the Company and the Board. As of the date of this announcement, Mr. Qiu is deemed to be interested in 38,300,000 ordinary shares of the Company, representing approximately 3.50% of its issued share capital through Fortune Box International Limited, for which Mr. Qiu has control.

As of the date of this announcement, save as disclosed above, Mr. Qiu has confirmed that (i) he did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) he did not have any other relationship with any Director, senior management or substantial shareholders or controlling shareholders of the Company; and (iii) there is no other information that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company relating to Mr. Qiu’s re-election.

Mr. Leung Chi Kwong, Joe (梁志光) (“Mr. Leung”), aged 60, is appointed as an executive Director on 18 June 2021. Mr. Leung has solid experiences of over 30 years in concrete placing work, formwork and concrete rebar placing work related industries. Mr. Leung set up Wing & Kwong Company Limited in September 1992 and has acted as its managing director and general manager. In 2016, Mr. Leung was one of the founders of Hong Kong Bar Bending & Fixing Industrial Association Ltd and acting as its director and president since then.

Mr. Leung has entered into a service contract with the Company for an initial term of three years commencing from 18 June 2021 unless terminated by not less than one month’s prior notice in writing served by either party to the other. Mr. Leung will hold office until the next general meeting of the Company and is eligible for re-election at such meeting, in accordance with the Articles and the Listing Rules. Mr. Leung’s monthly remuneration will be HK\$100,000 which has been determined by the remuneration committee of the Company and the Board with reference to his working experience and the duties and responsibilities undertaken by him as an executive Director.

As at the date of this announcement, save as disclosed above, Mr. Leung (i) does not hold any position in the Company or other members of the Group; (ii) does not hold any directorship in any public companies, the securities of which are listed in Hong Kong or overseas, in the last three years preceding the date of this announcement; (iii) is not interested in and does not have any interest in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) is not connected and has no relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters relating to the re-electing of Mr. Leung that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Tam Ping Kuen, Daniel (譚炳權先生), (“**Mr. Tam**”), aged 57, is an independent non-executive Director, chairman of the audit committee and remuneration committee and member of nomination committee and risk management committee of the Company. Mr. Tam is the founder of Daniel Tam & Co., Certified Public Accountants (Practising). He holds a Master of Science in Financial Economics degree from the University of London in 1995. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants since 1996. Mr. Tam has served as an independent non-executive director of Apollo FMG since May 2006, a company listed on the Stock Exchange (stock code: 860).

Mr. Tam has entered into a letter of appointment with the Company since 3 September 2018. He is entitled to receive a director’s fee of HK\$120,000 per annum which has been determined by the Remuneration Committee and the Board with reference to his working experience, and the duties and responsibilities undertaken by him as a Director. Mr. Tam is subject to re-election or retirement by rotation pursuant to the Articles and the Listing Rules.

As of the Latest Practicable Date, save as disclosed above, Mr. Tam has confirmed that (i) he did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) he did not have any other relationship with any Director, senior management or substantial shareholders or controlling shareholders of the Company; and (iii) there is no other information that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company relating to Mr. Tam’s re-election.

Ms. Chen Weijie (陳維潔) (“**Ms. Chen**”), aged 40, is an independent non-executive Director, a member of audit committee, remuneration committee and risk management committee of the Company on 18 June 2021. She obtained a bachelor of laws degree from Guangdong College of Commerce* (廣東商學院) in June 2004 and a master of laws (international business law) degree from City University of Hong Kong in November 2005. Ms. Chen was qualified as a lawyer in the PRC in 2009.

Ms. Chen has over 10 years of experience in executive management, investment and corporate finance. She has served as a chief executive officer of Vision Finance (Securities) Limited since 15 May 2020 and acted as its responsible officer for Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Cap. 571) (the “SFO”). For the period from August 2018 to December 2019, Ms. Chen had been appointed as an executive director and responsible officer in Type 6 (advising on corporate finance) regulated activity under the SFO of ZhongHua Finance Capital Company Limited, a company principally engaging in provision of financial services, where she was responsible for the overall business development and provision of financial advice to listed companies.

* For identification purpose only

She served as a chief operating officer of Legend Strategy International Holdings Group Company Limited, a company listed on the Stock Exchange (stock code: 1355) for the period from 1 November 2016 to 28 February 2018. Ms. Chen has been appointed as an independent non-executive director of Ye Xing Group Holdings Limited, a company incorporated in the Cayman Islands and listed on the Stock Exchange (stock code: 1941) since 17 February 2020.

Ms. Chen has entered into a letter of appointment with the Company for a term of three years from 17 June 2021 unless terminated by not less than one month's prior notice in writing served by either party to the other. Ms. Chen will hold office unless the next general meeting of the Company and is eligible for re-election at such meeting, in accordance with the Articles and the Listing Rules. She is entitled to receive a director's fee of HK\$10,000 per month which has been determined by the remuneration committee of the Company and the Board with reference to her working experience, and the duties and responsibilities undertaken by her as an independent non-executive Director.

As at the date of this circular, save as disclosed above, Ms. Chen: (i) does not hold any position in the Company or other members of the Group; (ii) does not hold any directorship in any public companies, the securities of which are listed in Hong Kong or overseas, in the last three years preceding the date of this circular; (iii) is not interested in and does not have any interest in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) is not connected and has no relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules). Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters relating to the re-election of Ms. Chen that need to be brought to the attention of the Shareholders.

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 Tuesday, 31 August 2021 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 2021.
2.
 - (a) To re-elect Mr. Zhang Jinbing as an executive Director;
 - (b) To re-elect Mr. Ma Chao as an executive Director;
 - (c) To re-elect Mr. Qiu Peiyuan as an executive Director;
 - (d) To re-elect Mr. Leung Chi Kwong, Joe as an executive Director;
 - (e) To re-elect Mr. Tam Ping Kuen, Daniel as an independent non-executive Director; and
 - (f) To re-elect Ms. Chen Weijie 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.

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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.

NOTICE OF ANNUAL 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.”

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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

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, 30 July 2021

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.

NOTICE OF ANNUAL GENERAL MEETING

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.
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 Thursday, 26 August 2021 to Tuesday, 31 August 2021, 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 Wednesday, 25 August 2021.
9. Concerning ordinary resolution no. 2 above, each of Mr. Zhang Jinbing, Mr. Ma Chao, Mr. Qiu Peiyuan, Mr. Leung Chi Kwong, Joe, Mr. Tam Ping Kuen, Daniel and Ms. Chen Weijie 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. Zhang Jinbing, Mr. Ma Chao, Mr. Qiu Peiyuan, Mr. Leung Chi Kwong, Joe, Mr. Tam Ping Kuen, Daniel and Ms. Chen Weijie are set out on pages 11 to 16 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 Board comprises, four the executive Directors, namely, Mr. Zhang Jinbing, Mr. Ma Chao, Mr. Qiu Peiyuan and Mr. Leung Chi Kwong, Joe; and three independent non-executive Directors, namely, Mr. Tam Ping Kuen, Daniel, Dr. Li Yifei and Ms. Chen Weijie.