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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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**

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A notice convening an annual general meeting of the Company to be held on Friday, 26 August 2022 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 (on or before 14 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022 onwards) 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.

25 July 2022

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## DEFINITIONS

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*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 Friday, 26 August 2022 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;

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## DEFINITIONS

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“Latest Practicable Date”	18 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Nomination Committee”	nomination committee of the Board;
“PRC”	the People’s Republic of China;
“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.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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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 (on or before 14 August 2022)  
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022 onwards)

Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

Tel: (852) 2980 1333

Fax: (852) 2810 8185

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Zhang Jinbing (*Chairman*)  
Mr. Leung Chi Kwong, Joe

*Independent non-executive Directors:*

Mr. Tam Ping Kuen, Daniel  
Ms. Chen Weijie  
Mr. Zhao Hangen

*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

25 July 2022

*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.

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## LETTER FROM THE BOARD

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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 31 August 2021, 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.

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## LETTER FROM THE BOARD

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

### **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. Leung Chi Kwong, Joe, Ms. Chen Weijie and Mr. Zhao Hangen (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.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s board diversity policy and the Company’s policy for the nomination of Directors as set forth in the terms of reference of the Nomination Committee, the Company’s corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board the re-election of all the retiring Directors at the Annual General Meeting.

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**

ZHONGHUI ANDA 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 ZHONGHUI ANDA 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.



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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER**

The Register will be closed from Tuesday, 23 August 2022 to Friday, 26 August 2022, 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 (on or before 14 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022 onwards) for registration not later than 4:30 p.m. on Monday, 22 August 2022.

### **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 Friday, 26 August 2022 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](http://www.hkexnews.hk)) and the website of the Company ([www.chongkin.com.hk](http://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 (on or before 14 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022 onwards) 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.

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## LETTER FROM THE BOARD

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### 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 2022 (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 609,100,000 Shares representing 55.61% 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. Mr. Zhang also held 24,500,000 Shares as beneficial owner. Prestige Rich and Mr. Zhang held a total of 633,600,000 Shares, representing 57.84% of the issued share capital of the Company 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 61.78% 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 (and immediately prior to the suspension of trading of the Shares on 12 May 2022) were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2022</b>		
January	1.14	0.72
February	1.00	0.49
March	0.74	0.50
April	0.71	0.55
May (up to 12 May 2022)	0.72	0.57
<b>2021</b>		
August	1.03	0.91
September	0.94	0.48
October	0.68	0.51
November	0.76	0.48
December	0.85	0.54

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

#### **EXECUTIVE DIRECTOR**

**Mr. Leung Chi Kwong, Joe (梁志光) (“Mr. Leung”)**, aged 61, 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. The appointment of Mr. Leung is subject to rotation and re-election 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 Latest Practicable Date, 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 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-electing of Mr. Leung that need to be brought to the attention of the Shareholders.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Ms. Chen Weijie (陳維洁) ("Ms. Chen")**, aged 41, is appointed as 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 People's Republic of China 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 SFO. For the period from August 2018 to December 2019, Ms. Chen had been appointed as the 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. She served as a chief operating officer of Legend Strategy International Group 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 and an executive director of Finet Group Limited, a company Listed on The Stock Exchange (stock code: 8317) since 4 October 2021.

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. The appointment of Ms. Chen is subject to rotation and re-election 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 the Latest Practicable Date, 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.

**Mr. Zhao Hangen (趙漢根) (“Mr. Zhao”)**, aged 55, is appointed as an independent non-executive Director, member of audit committee, remuneration committee and risk management committee of the Company on 28 February 2022.

Mr. Zhao obtained his bachelor’s degree in law majoring in economic law from the Renmin University of China Law School in July 1989. In January 2005, Mr. Zhao obtained his master’s degree in law majoring in economic law from Renmin University of China Law School. Mr. Zhao has substantial professional legal experience. He is proficient in civil law theory and jurisprudence, contract, corporate, finance, construction, real estate, investment, competition, intellectual property, international arbitration, labour law litigation and non-litigation matters. Mr. Zhao was a legal director at Nanyue Law Office of Guangdong and Guangdong Bowen Law Office, and management committee member of Guangdong Fazhishengbang Law Office. Mr. Zhao is currently a deputy director and senior partner at Kings Law Firm in Guangdong, an arbitrator at China International Economic and Trade Arbitration Commission, Arbitration Centre Across the Straits, China Guangzhou Arbitration Commission, Foshan Arbitration Commission and Shantou Arbitration Commission. He was appointed as a Legal Arbitration Committee Officer of Guangdong Lawyers Association in May 2020.

Mr. Zhao served as an independent non-executive director of State Energy Group International Assets Holdings Limited 國能集團國際資產控股有限公司, a company listed on The Stock Exchange of Hong Kong Limited (stock code: 918) for the period from October 2018 to December 2021.

Mr. Zhao has entered into a letter of appointment with the Company for a term of three years from 28 February 2022 unless terminated by not less than one month’s prior notice in writing served by either party to the other. The appointment of Mr. Zhao is subject to rotation and re-election in accordance with the Articles and the Listing Rules. He 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 his working experience, and the duties and responsibilities undertaken by him as an independent non-executive Director.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhao: (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 Mr. Zhao that need to be brought to the attention of the Shareholders.



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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**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 Friday, 26 August 2022 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 2022.
2.
  - (a) To re-elect Mr. Leung Chi Kwong, Joe as an executive Director;
  - (b) To re-elect Ms. Chen Weijie as an independent non-executive Director; and
  - (c) To re-elect Mr. Zhao Hangen 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 ZHONGHUI ANDA 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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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
- (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.”

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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, 25 July 2022

*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 (on or before 14 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022 onwards) 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.
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.

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## NOTICE OF ANNUAL GENERAL MEETING

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8. The transfer books and Register of Members of the Company will be closed from Tuesday, 23 August 2022 to Friday, 26 August 2022, 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 (on or before 14 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (from 15 August 2022 onwards) for registration no later than 4:30 p.m. on Monday, 22 August 2022.
9. Concerning ordinary resolution no. 2 above, each of Mr. Leung Chi Kwong, Joe, Ms. Chen Weijie and Mr. Zhao Hangen 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. Leung Chi Kwong, Joe, Ms. Chen Weijie and Mr. Zhao Hangen are set out on pages 12 to 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](http://www.chongkin.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://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, two executive Directors, namely, Mr. Zhang Jinbing and Mr. Leung Chi Kwong, Joe; and three independent non-executive Directors, namely, Mr. Tam Ping Kuen, Daniel, Ms. Chen Weijie and Mr. Zhao Hangen.*