

## IRREVOCABLE UNDERTAKING

### CHONG KIN GROUP HOLDINGS LIMITED

Room 6808, 68 Floor,  
Central Plaza,  
18 Harbour Road,  
Wanchai,  
Hong Kong

### RED SUN CAPITAL LIMITED

Unit 3303, 33/F,  
West Tower,  
Shun Tak Centre,  
168-200 Connaught Road Central  
Hong Kong

16 February 2022

Dear Sirs,

We, Prestige Rich Holdings Limited and Zhang Jinbing ("**Mr. Zhang**") own a total of 633,600,000 ordinary shares (the "**Shares**") of Chong Kin Group Holdings Limited (the "**Company**") as of the date of this undertaking (the "**Undertaking**"), out of which 24,500,000 Shares are held by Mr. Zhang and 609,100,000 Shares are being held by Prestige Rich Holdings Limited, a company solely owned by Mr. Zhang. Save for the above, none of Mr. Zhang, Prestige Rich Holdings Limited and parties acting in concert with them (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) own or control any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares.

We refer to the proposed share buy-back (the "**Share Buy-back**") offer (the "**Offer**") of up to 120,000,000 Shares, representing approximately 10.96% of the existing total issued share capital of the Company under which each Share will be exchanged for one share of Kingdom Honour Holdings Limited ("**Kingdom**", the shares of which are referred to as the "**Kingdom Shares**"), a wholly-owned subsidiary of the Company as at the date of this Undertaking. The Offer will be extended by the Company to all of its shareholders.

#### (1) Undertaking

Each of Prestige Rich Holdings Limited and Mr. Zhang irrevocably undertake to the Company that we shall not accept the Offer for any Kingdom Shares.

#### (2) Others

We have been given a realistic opportunity to consider whether or not we should give this Undertaking and we have received independent advice about the nature of this Undertaking.

We agree, acknowledge and undertake that we shall at all times keep all information in connection to the Undertaking confidential and shall not use such information to deal, counsel or procure another person to deal in the Shares or their derivatives, or of a related corporation of the Company.

#### (3) Governing Law and Jurisdiction

3.1 This Undertaking is governed by and construed in accordance with the laws of Hong Kong.

- 3.2 We submit to the exclusive jurisdiction of the Hong Kong courts to settle any dispute arising from or connected with this Undertaking (a "**Dispute**") (including a dispute regarding the existence, validity and termination of this Undertaking or relating to any non-contractual or other obligation arising out of or in connection with this Undertaking or its formation). We agree that the Hong Kong courts are the most appropriate and convenient courts to settle any Dispute and accordingly, will not argue to the contrary. We agree that the documents which commence any proceedings relating to a Dispute ("**Proceedings**") and any other documents required to be served in relation to those Proceedings may be served on Mr. Zhang Jinbing at Room 6808, 68 Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on our behalf. These documents may be served in any manner allowed by law.

We understand and confirm that:

- (i) this Undertaking is legally binding; and
- (ii) subject to the terms of this Undertaking, we will not be able to withdraw from the commitment in this Undertaking.

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**IN WITNESS WHEREOF** this Undertaking has been executed as a deed by the undersigned and is intended to be and is hereby delivered by the undersigned as a deed on the date specified above.

The COMMON SEAL of  
PRESTIGE RICH HOLDINGS LIMITED  
was hereunto affixed in the presence of:-

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)

A handwritten signature in black ink, appearing to be 'Zhang Jinbing', written over a horizontal line. To the right of the signature is a small 'X' mark.

Zhang Jinbing, director

SIGNED, SEALED and DELIVERED  
by Zhang Jinbing in the presence of:-

)  
)

*For and on behalf of*  
PRESTIGE RICH HOLDINGS LIMITED  
  
.....  
*Authorized Signature(s)*