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If you have sold or transferred all your shares in Chi Kan Holdings Limited, you should at once hand this circular and the accompanying 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 transferee.

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## **CHI KAN HOLDINGS LIMITED**

### **智勤控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9913)**

#### **(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES (2) RE-ELECTION OF RETIRING DIRECTORS (3) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the AGM of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 6 September 2021 at 11:00 a.m. is set out on pages 18 to 23 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chikanck.com](http://www.chikanck.com)). Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed (i.e. Saturday, 4 September 2021 at 11:00 a.m.) for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjourned meeting should you so wish. If you attend and vote at the AGM, the instrument appointing your proxy will be deemed to have been revoked.

#### **PRECAUTIONARY MEASURES FOR THE AGM**

To safeguard the health and safety of attending Shareholders and proxies and to reduce the risk of novel coronavirus (COVID-19) spreading, the following precautionary measures will be taken at the AGM:

- (i) compulsory body temperature checks;
- (ii) wearing of a surgical face mask for each attendee throughout the meeting and inside the meeting venue; and
- (iii) no distribution of refreshment or corporate gift.

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. 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 meeting as an alternative to attending the meeting in person.

23 July 2021

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:*

“AGM”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 6 September 2021 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 18 to 23 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company adopted on 17 July 2020 as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Chi Kan Holdings Limited (智勤控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the Stock Exchange (Stock Code: 9913)
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares not exceeding the aggregate of 20% of the number of the issued Shares as at the date of the passing of the relevant resolution
“Latest Practicable Date”	16 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	14 August 2020, being the date on which the issued Shares were initially listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Memorandum”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Register of Members”	the register of members of the Company
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding the aggregate of 10% of the number of the issued Shares as at the date of the passing of the relevant resolution
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

## DEFINITIONS

“Share(s)”	the ordinary share(s) of the Company with par value of HK\$0.01 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD

**CHI KAN HOLDINGS LIMITED**

**智勤控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9913)**

*Executive Directors:*

Mr. Lo Hon Kwong

Ms. Chan May Kiu

*Non-executive Director:*

Dr. Yang Tao

*Independent non-executive Directors:*

Sr. Dr. Leung Tony Ka Tung

Ms. Chan Sze Man

Mr. Jiang Jungan

*Registered Office:*

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarters and Principal Place of*

*Business in Hong Kong:*

Rooms 1008 and 1009, 10/F

China Shipbuilding Tower

650 Cheung Sha Wan Road

Kowloon

Hong Kong

23 July 2021

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSALS FOR GENERAL MANDATES TO  
ISSUE AND REPURCHASE SHARES  
(2) RE-ELECTION OF RETIRING DIRECTORS  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the relevant information regarding, among other matters, (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the extension of the Issue Mandate by the addition of an amount representing the number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate; and (iii) the re-election of the retiring Directors; and to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the above resolutions.

A notice convening the AGM is set out on pages 18 to 23 of this circular.

## LETTER FROM THE BOARD

### ISSUE MANDATE

Given that the general unconditional mandate granted to the Directors to allot, issue and deal with the Shares pursuant to the written resolutions of the Shareholders dated 17 July 2020 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to exercise all powers of the Company to allot, issue and deal with up to a total of 200,000,000 Shares, being 20% of the aggregate number of the issued Shares as at the date of the resolution in relation thereto. The Issue Mandate, if granted at the AGM, will end at 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 to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### REPURCHASE MANDATE

Given that the general and unconditional mandate granted to the Directors to repurchase Shares pursuant to the written resolutions of the Shareholders dated 17 July 2020 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and based on 1,000,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to exercise all powers of the Company to repurchase a maximum of 100,000,000 Shares, being 10% of the aggregate number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at 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 to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

## LETTER FROM THE BOARD

### EXTENSION OF THE 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 allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued 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, provided that such number of Shares shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Issue Mandate.

### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Mr. Lo Hon Kwong (“**Mr. Lo**”) and Ms. Chan May Kiu (“**Mrs. Lo**”), one non-executive Director, namely Dr. Yang Tao (“**Dr. Yang**”) and three independent non-executive Directors, namely Sr. Dr. Leung Tony Ka Tung (“**Sr. Dr. Leung**”), Ms. Chan Sze Man and Mr. Jiang Jungan.

Article 112 of the Articles provides that any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Lo, Mrs. Lo and Dr. Yang shall retire by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM. Further, Article 108(a) of the Articles provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Sr. Dr. Leung (together with Mr. Lo, Mrs. Lo and Dr. Yang, the “**Retiring Directors**”) shall retire by rotation at the AGM and being eligible, will offer himself for re-election at the AGM.

The Nomination Committee has, among other matters, evaluated the performance of each of the Retiring Directors during the period from their respective dates of appointment to 31 March 2021 and found their performance satisfactory.

The Nomination Committee has also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules received from each of the independent non-executive Directors and confirmed that all of them remain independent.

## LETTER FROM THE BOARD

Accordingly, the Nomination Committee recommended to the Board that the Retiring Directors stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

The biographical details of each of the Retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the Listing Rules.

### **AGM AND PROXY ARRANGEMENT**

The notice convening the AGM to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 6 September 2021 at 11:00 a.m. is set out on pages 18 to 23 of this circular. Resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving the resolutions proposed in the notice of the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed (i.e. Saturday, 4 September 2021 at 11:00 a.m.) for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjourned meeting should you so wish.

### **VOTING AT THE AGM**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the extension of the Issue Mandate by the addition of an amount representing the number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate; and (iii) the re-election of the retiring Directors as set out in the notice of the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to 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 18 to 23 of this circular.

### GENERAL INFORMATION

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

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By order of the Board  
**Chi Kan Holdings Limited**  
**Lo Hon Kwong**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement as required by Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM granting the Repurchase Mandate.*

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

**1. SHAREHOLDERS' APPROVAL**

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval to the Directors.

**2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

**3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Directors would be authorised to repurchase up to a maximum of 100,000,000 Shares, representing 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

**4. REASONS FOR REPURCHASES**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

**5.      SOURCE OF FUNDS**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s funds legally available in accordance with the laws of the Cayman Islands and the Articles for such purpose.

**6.      IMPACT OF REPURCHASES**

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2021, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

**7.      SHARE PRICES**

The highest and lowest prices at which the Shares had been traded on the Stock Exchange since the Listing Date and up to the Latest Practicable Date were as follows:

	<b>Traded Price (HK\$)</b>	
	<b>Highest</b>	<b>Lowest</b>
<b>2020</b>		
August (commencing from 14 August 2020)	0.73	0.385
September	0.46	0.325
October	0.495	0.33
November	0.62	0.415
December	0.52	0.425
<b>2021</b>		
January	1.32	0.40
February	2.58	1.29
March	4.05	1.42
April	3.21	2.72
May	3.38	2.58
June	3.22	2.89
July (up to and including the Latest Practicable Date)	3.19	2.96

**8. DIRECTORS AND THEIR CLOSE ASSOCIATES**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associate(s), has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the AGM.

**9. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**10. EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an 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 defined in the Takeovers Code), 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.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Magnificent Faith Limited ("**Magnificent Faith**") was beneficially interested in 558,750,000 Shares, representing approximately 55.9% of the total number of issued Shares. Magnificent Faith is beneficially wholly-owned by Mr. Lo and hence, by virtue of the SFO, Mr. Lo is deemed to be interested in 558,750,000 Shares held by Magnificent Faith, representing approximately 55.9% of the total number of issued Shares. Besides, Mrs. Lo, being the spouse of Mr. Lo, is deemed to be interested in all the Shares held by Mr. Lo under the SFO. In addition, as at the Latest Practicable Date, CT Vision Strategic Company Limited ("**CT Vision**") was beneficially interested in 158,942,000 Shares, representing approximately 15.9% of the total number of issued Shares. CT Vision is beneficially wholly-owned by Dr. Ho Chun Kit Gregory ("**Dr. Ho**") and hence, by virtue of the SFO, Dr. Ho is deemed to be interested in 158,942,000 Shares held by CT Vision, representing approximately 15.9% of the total number of issued Shares. In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company of each of (i) Magnificent Faith, Mr. Lo and Mrs. Lo; and (ii) CT Vision and Dr. Ho would be increased to approximately 62.1% and 17.7% of the total number of the issued Shares respectively and such increases will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Listing Rules. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares.

**11.    SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date up to the Latest Practicable Date.

<b>APPENDIX II</b>	<b>BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM</b>
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*The following are the biographical details of the Directors who will retire as required by the Articles and the Listing Rules and are proposed to be re-elected at the AGM.*

#### **EXECUTIVE DIRECTORS**

##### **Mr. Lo Hon Kwong (“Mr. Lo”)**

**Mr. Lo Hon Kwong (盧漢光)**, aged 61, is an executive Director and the chairman of the Board. He is responsible for the overall strategic planning and business development and overseeing the daily operation of the Group. Mr. Lo has been holding directorship in certain subsidiaries of the Company.

Mr. Lo attained his secondary school education in the PRC. Mr. Lo has over 35 years of experience in the construction industry. Prior to the incorporation of Chi Kan Engineering Company Limited together with Mrs. Lo in March 1996, Mr. Lo worked as a foreman in Holly Woodworks Engineering Limited, a construction company in Hong Kong, from 1981 to 1989, where he was responsible for monitoring construction projects. He started and carried out his own construction business under the trade name of “Chi Kan” from 1989 to 1996.

Mr. Lo has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date until terminated by not less than three months’ notice in writing served by either party. Mr. Lo is entitled to an annual remuneration of HK\$1,200,000 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits). Such remuneration was determined on a case-by-case basis depending on the experience, level of responsibility and general market conditions. Mr. Lo is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

As at the Latest Practicable Date, Magnificent Faith (which is wholly-owned by Mr. Lo) is interested in 558,750,000 Shares of the Company, representing approximately 55.9% of the total number of issued Shares. By virtue of the SFO, Mr. Lo is deemed to be interested in all the Shares held by Magnificent Faith.

<b>APPENDIX II      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM</b>
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**Ms. Chan May Kiu (“Mrs. Lo”)**

**Ms. Chan May Kiu (陳美嬌)**, aged 55, is an executive Director and the chief operations officer of the Group. She is responsible for overseeing the administration, human resources and financial matters of the Group.

Mrs. Lo attained her secondary school education in Hong Kong. From October 1986 to July 1989, Mrs. Lo worked as a sales clerk in Hang Hing Steel Furniture Company, a Hong Kong company engaged in the sales of furniture, where she was responsible for the sales and accounting matters of the company. From 1989 to 1993, Mrs. Lo worked as an accounts clerk in Holly Woodworks Engineering Limited, a construction company in Hong Kong, where she was responsible for the accounting matters of the company. She incorporated Chi Kan Engineering Company Limited together with Mr. Lo in March 1996.

Mrs. Lo has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date until terminated by not less than three months’ notice in writing served by either party. Mrs. Lo is entitled to an annual remuneration of HK\$1,020,000 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits). Such remuneration was determined on a case-by-case basis depending on the experience, level of responsibility and general market conditions. Mrs. Lo is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

As at the Latest Practicable Date, Magnificent Faith (which is wholly-owned by Mr. Lo) is interested in 558,750,000 Shares of the Company, representing approximately 55.9% of the total number of issued Shares. By virtue of the SFO, Mr. Lo is deemed to be interested in all the Shares held by Magnificent Faith. Mrs. Lo is the spouse of Mr. Lo and accordingly, is deemed to be interested in all the Shares interested by Mr. Lo for the purpose of the SFO.

<b>APPENDIX II      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM</b>
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## **NON-EXECUTIVE DIRECTOR**

### **Dr. Yang Tao (“Dr. Yang”)**

**Dr. Yang Tao (楊濤博士)**, aged 60, is a non-executive Director. He is responsible for providing strategic advice to the business development of the Group.

Dr. Yang completed his postgraduate studies in road engineering in the Nanjing Institute of Technology in February 1988. In December 1995, he obtained his Doctorate’s degree in highways, city roads and airport engineering from the Southeast University in the PRC. He was awarded the title of professor in transportation engineering by the Southeast University in June 1996. Dr. Yang was a deputy of the tenth National People’s Congress of the PRC between 2003 and 2008. He is currently a deputy of the sixteenth Nanjing Municipal People’s Congress and a member of its standing committee. Dr. Yang is currently a registered town planner and a registered engineer of civil engineering (road engineering) in the PRC.

Dr. Yang has over 30 years of experience in the engineering field in the PRC. Dr. Yang has been engaged in the strategic research and planning of urban and regional transportation system, public transport and railway system, including the white paper on Nanjing transportation development, planning of Nanjing urban rail transit network and the white paper of Foshan transportation development. Since October 1996, he has been the chairman of the board of Nanjing Institute of City & Transport Planning Company Limited\* (南京市城市與交通規劃設計研究院股份有限公司) (formerly known as Nanjing City Transport Planning Institute\* (南京市交通規劃研究所)), where he was responsible for the overall business management, strategic development and technological innovation of the company.

Dr. Yang has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date until terminated by not less than three months’ notice in writing served by either party. Dr. Yang is entitled to an annual remuneration of HK\$150,000. Such remuneration was determined on a case-by-case basis depending on the experience, level of responsibility and general market conditions. Dr. Yang is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

## INDEPENDENT NON-EXECUTIVE DIRECTOR

### **Sr. Dr. Leung Tony Ka Tung (“Sr. Dr. Leung”)**

**Sr. Dr. Leung Tony Ka Tung** (梁家棟博士測量師), aged 72, is an independent non-executive Director.

Sr. Dr. Leung obtained his Bachelor’s degree of Social Science from the Chinese University of Hong Kong in December 1976. In November 2002, he took up a distance-learning course and graduated with a Doctorate’s degree of Philosophy in Business Administration from Empresarial University, Costa Rica. In November 2004, he obtained his Master’s degree of Science in International Real Estate from the Hong Kong Polytechnic University.

Sr. Dr. Leung was qualified as an estate agent in Hong Kong in August 2001. He was admitted as a registered professional surveyor in the General Practice Division in January 2006, and in the Planning and Development Division and the Property and Facility Management Division in April 2014. Sr. Dr. Leung is currently a fellow member of the Hong Kong Institute of Real Estate Administrators, a fellow of The Hong Kong Institute of Surveyors and a fellow of The Royal Institution of Chartered Surveyors.

Sr. Dr. Leung has over 40 years of experience in the surveying industry and property market. He was previously employed by the Lands Department of the Hong Kong government from January 1977 to June 1978, and from the 1980’s onwards by various property developers as well as a surveyor company in Hong Kong. In February 1996, Sr. Dr. Leung also incorporated his own company, New & Nice Limited (currently known as TL Properties Consultants International Limited), which is engaged in the business of property management and consultancy, and is currently the chairman of the group responsible for supervising the overall project management as well as formulating and implementing company policies and strategies. He was an independent non-executive director of South China Holdings Company Limited (formerly known as South China (China) Limited), a company listed on the Main Board (stock code: 413) and South China Assets Holdings Limited (formerly known as South China Land Limited), a company listed on GEM of the Stock Exchange (stock code: 8155) between December 2012 and June 2017. Since March 2016, Sr. Dr. Leung has been an independent non-executive director of Wang On Properties Limited, a property developer listed on the Main Board (stock code: 1243).

<b>APPENDIX II</b>	<b>BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM</b>
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Sr. Dr. Leung has entered into a letter of appointment with the Company for a period of one year commencing from the Listing Date, which is renewable automatically until terminated by not less than three months' notice in writing served by either party. Sr. Dr. Leung is entitled to an annual remuneration of HK\$150,000. Such remuneration was determined on a case-by-case basis depending on the experience, level of responsibility and general market conditions. Sr. Dr. Leung is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Save as disclosed above, each of the above Directors does not hold any directorship in any other listed companies in the last three years. Each of the above Directors does not have any relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company. Save as disclosed above, there is no other matter concerning the re-election of each of the above Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING

# CHI KAN HOLDINGS LIMITED

## 智勤控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9913)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Chi Kan Holdings Limited (the “Company”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 6 September 2021 at 11:00 a.m. (or the adjournment thereof) for the following purposes:

The capitalised terms used herein shall have the same meanings ascribed to them in the circular of the Company dated 23 July 2021.

### ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive and consider the audited consolidated financial statements and reports of the directors and independent auditor of the Company and its subsidiaries for the year ended 31 March 2021.
2. To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and authorise the Board to fix their remuneration.
3.
  - (a) To re-elect Mr. Lo Hon Kwong as an executive Director of the Company.
  - (b) To re-elect Ms. Chan May Kiu as an executive Director of the Company.
  - (c) To re-elect Dr. Yang Tao as a non-executive Director of the Company.
  - (d) To re-elect Sr. Dr. Leung Tony Ka Tung as an independent non-executive Director of the Company.
4. To authorise the Board to fix the remuneration of the Directors for the year ending 31 March 2022.

## NOTICE OF ANNUAL GENERAL MEETING

5. "THAT:

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, 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 during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the date 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 to be held by the Articles, the Companies Law or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the Shareholders of the Company in a general meeting;

## NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued Shares of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the SFC and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law or any other applicable laws, the Code on Share Buy-backs approved by the SFC and the requirements of the Listing Rules, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date 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 to be held by the Articles, the Companies Law or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the Shareholders of the Company in a general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

7. **“THAT:**

conditional upon Resolutions numbered 5 and 6 set out in the notice convening this meeting (the **“Notice”**) being passed, the general and unconditional mandate granted to the Directors pursuant to Resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares in the capital of the Company repurchased under the authority granted pursuant to Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

By order of the Board  
**Chi Kan Holdings Limited**  
**Lo Hon Kwong**  
*Chairman and Executive Director*

Hong Kong, 23 July 2021

*Registered Office:*

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Headquarters and Principal Place of Business in Hong Kong:*

Rooms 1008 and 1009, 10/F  
China Shipbuilding Tower  
650 Cheung Sha Wan Road  
Kowloon  
Hong Kong

*Notes:*

1. Any member of the Company (the **“Member”**) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the AGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the office of the Company’s Hong Kong branch share registrar and transfer office, 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 later than 48 hours before the time appointed (i.e. Saturday, 4 September 2021 at 11:00 a.m.) for holding the AGM or its adjournment (as the case may be).

## NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement of the Members to attend and vote at the AGM, the Register of Members will be closed from Wednesday, 1 September 2021 to Monday, 6 September 2021 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, non-registered Members must lodge all transfer documents, accompanied by the relevant share certificates with the Company's Hong Kong branch share registrar and transfer office, 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 Tuesday, 31 August 2021.
5. In relation to the proposed Resolution numbered 3 above, Mr. Lo Hon Kwong, Ms. Chan May Kiu, Dr. Yang Tao and Sr. Dr. Leung Tony Ka Tung will retire as Directors at the AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix II to the Company's circular dated 23 July 2021 (the "Circular").
6. In relation to the proposed Resolution numbered 5 above, approval is being sought from the Members for the grant to the Directors of a general and unconditional mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares.
7. In relation to the proposed Resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the Circular.
8. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the results of the poll in the manner prescribed under the Listing Rules.
9. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either personally 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 are present at the AGM personally or by proxy, that one of such joint holders so present whose name stands first in the Register of Members in respect of the joint holding shall alone be entitled to vote in respect thereof.
10.
  - (a) Subject to paragraph (b) below, if a tropical cyclone typhoon signal no. 8 is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
  - (b) If a black rainstorm warning signal is cancelled at or before three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
  - (c) The AGM will be held as scheduled when a tropical cyclone typhoon signal no. 3 is hoisted or an amber or red rainstorm warning signal is in force.
  - (d) After considering their own situations, the Members should decide on their own as to whether they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

## NOTICE OF ANNUAL GENERAL MEETING

11. To safeguard the health and safety of attending Shareholders and proxies and to reduce the risk of novel coronavirus (COVID-19) spreading, the following precautionary measures will be taken at the AGM:
- (a) compulsory body temperature checks;
  - (b) wearing of a surgical face mask for each attendee throughout the meeting and inside the meeting venue; and
  - (c) no distribution of refreshment or corporate gift.

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. 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 meeting as an alternative to attending the meeting in person.

12. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.