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建業實業有限公司 Chinney Investments, Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 216)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Chinney Investments, Limited (the “Company”) will be held at Full Moon Shanghai Restaurant, Macau Jockey Club, 3rd Floor, East Wing, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 24 August 2018 at 4:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 March 2018.
2. To declare a final dividend for the year ended 31 March 2018.
3. To re-elect directors and to authorise the directors to fix the directors’ remuneration.
4. To re-appoint auditor and to authorise the directors to fix the auditor’s remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** 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 of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which would or might require shares to be allotted, issued or dealt with, whether during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to: (a) a rights issue where shares of the Company are offered for a period fixed by the directors to shareholders on a fixed record date in proportion to their then holdings of 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 legal restrictions under the laws of the relevant place, or the requirements of the relevant regulatory body or any stock exchange in that place); or (b) any scrip dividend or similar arrangement providing for the allotment of securities in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (c) the exercise of any options under any share option scheme of the Company or similar arrangement for the grant or issue to the employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (d) a specific authority granted by the shareholders of the Company in general meeting, the additional shares allotted, issued or dealt with (including shares agreed conditionally or unconditionally to be allotted, issued or dealt with, whether pursuant to an option or otherwise) shall not in aggregate exceed 20% of the number of issued shares of the Company at the date of passing this Ordinary Resolution (subject to adjustment in the case of any conversion of all or any of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance after the passing of this Ordinary Resolution) and the said approval shall be limited accordingly.

For the purpose of this Ordinary Resolution, “Relevant Period” means the period from the passing of this Ordinary Resolution until whichever is the earlier 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 is required by any applicable laws or the Company’s Articles of Association to be held; and
- (iii) the revocation or variation of the authority given under this Ordinary Resolution by an ordinary resolution of the shareholders in general meeting.”

By Order of the Board
Ka-Yee Wan
Company Secretary

Hong Kong, 25 July 2018

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to represent respectively the number of shares held by such member, to attend and to speak and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be completed and deposited with the Company’s share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. In the case of joint holders of a share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the above meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
4. All the resolutions set out in this notice will be decided by poll.
5. With regard to resolution 3 in this notice, Dr. Emily Yen Wong (“Dr. Emily Wong”), Mr. Richard Chi-Ho Lo (“Mr. Lo”) and Mr. Yuen-Keung Chan (“Mr. Chan”), who were appointed subsequent to the last annual general meeting of the Company, will hold office until the meeting, being eligible, offer themselves for re-election in accordance with article 95 of the Articles of Association of the Company.

Mr. Paul Hon-To Tong (“Mr. Tong”) will retire by rotation at the meeting in accordance with article 104 of the Articles of Association of the Company. Mr. Tong, being eligible, will offer himself for re-election at the meeting.

6. Details of the directors who stand for re-election at the meeting are set out below:–

Emily Yen Wong

Aged 52, was appointed as a non-executive director of the Company in August 2017. Dr. Emily Wong holds a Doctor of Medicine degree and an Executive Masters of Health Administration degree from the University of Washington and is a Diplomate of the American Board of Internal Medicine.

Dr. Emily Wong serves on the Executive Committee of Qiu Shi Science & Technologies Foundation. She is currently an Honorary Associate Professor of Department of Family Medicine and Primary Care in The University of Hong Kong Faculty of Medicine and is the Past Chief of Medical Staff at the University of Washington Medical Center.

Dr. Emily Wong was a director of Hon Kwok Land Investment Company, Limited (“Hon Kwok”) during the period from November 2011 to August 2017. Hon Kwok is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Dr. Emily Wong is a director of Lucky Year Finance Limited (“Lucky Year”) and Chinney Holdings Limited (“Chinney Holdings”), both of which are substantial shareholders of the Company and deemed to be interested in the same parcel of 341,439,324 shares of the Company (representing 61.93% interests in the issued shares of the Company) at the date hereof. She is the daughter of Dr. James Sai-Wing Wong, the Chairman and a substantial shareholder of the Company.

At the date hereof, Dr. Emily Wong does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) (the “SFO”). Save as disclosed above, Dr. Emily Wong does not hold any other positions in the Company or any members of the Group, did not hold any directorships in any listed public companies in the past three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Dr. Emily Wong and she is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company’s annual general meeting. Dr. Emily Wong is entitled to a director’s fee of HK\$75,000 per annum which is based on the Company’s remuneration policy adopted for non-executive directors of the Company.

Save as disclosed above, there is no other information relating to Dr. Emily Wong which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Richard Chi-Ho Lo

Aged 50, was appointed as an independent non-executive director and a member of the audit committee of the Company in November 2017. He obtained his Bachelor of Arts degree in Economics from the University of California, Los Angeles in the United States, Master of Business Administration (Investment and Finance) degree from the University of Hull in the United Kingdom, and an Executive Program Certificate from Stanford University Graduate School of Business in the United States and a Sustainability Leadership Program Certificate from University of Cambridge in the United Kingdom. Mr. Lo has over 27 years of experience in the investment and real estate industry. He is currently the chief executive officer of Fulldiamond Group, an investment and consulting company specializing in real estate, finance, securities, project and fund raising. Mr. Lo is the vice president cum chairman of Commercial Liaison of The Hong Kong Real Property Federation, founder and vice president of the World Outstanding Chinese Youth Association and a member of the Hong Kong Pei Hua Education Foundation. He is also a committee member of the Chinese People's Political Consultative Conference Jiangxi Provincial Committee.

Mr. Lo is an independent non-executive director of Heng Sheng Holdings Limited (formerly known as Kong Shum Union Property Management (Holding) Limited) which is listed on GEM of the Stock Exchange.

At the date hereof, Mr. Lo does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Lo does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Lo and he is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting. Mr. Lo is entitled to a director's fee of HK\$75,000 per annum which is based on the Company's remuneration policy adopted for independent non-executive directors of the Company.

Save as disclosed above, there is no other information relating to Mr. Lo which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Yuen-Keung Chan

Aged 63, was appointed as the managing director and executive director and a member of the remuneration committee of the Company in April 2018 and subsequently the Vice Chairman of the Company on 13 July 2018.

Mr. Chan graduated from Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in 1974 and is a member of the Chartered Institute of Building. He has 44 years of experience in the construction industry. Mr. Chan was an executive director of Hon Kwok during the period from January 2007 to July 2018, an executive director, the vice chairman and the managing director of Chinney Alliance Group Limited and an executive director and the chairman of Chinney Kin Wing Holdings Limited, all of which are listed on the Main Board of the Stock Exchange. He is also a director of various subsidiaries and associates of the Company.

At the date hereof, Mr. Chan does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Chan does not hold any other positions in the Company or any members of the Group and did not hold any directorships in any listed public companies in the past three years. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract of a fixed term entered into between the Company and Mr. Chan. His directorship is not subject to retirement by rotation at the Company's annual general meeting in accordance with article 104 of the Articles of Association of the Company. Mr. Chan's remuneration will be determined by the Board with reference to his position, his level of responsibilities and remuneration policy of the Group.

Save as disclosed above, there is no other information relating to Mr. Chan which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Paul Hon-To Tong

Aged 72, was appointed as a non-executive director of the Company in 2010. Mr. Tong was not appointed for a specific term but is subject to retirement for rotation and re-election at the Company's annual general meeting.

Mr. Tong has many years of senior management experience in manufacturing and trading businesses with global operations. He was formerly executive vice president and general counsel of Johnson Electric Holdings Limited. He also served for many years as a member of the Board of Review (Inland Revenue Ordinance) Hong Kong. Since 19 August 2007, he has served as a non-executive director of Wing Tai Holdings Limited, which is listed on the Singapore Stock Exchange. He obtained his BSc (Economics) and postgraduate certificate of Management Studies from the University of London and the University of Oxford in England respectively. He was admitted as a barrister of the Middle Temple in England, the Supreme Court of Hong Kong and the High Court of Australia. He is also a fellow member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Institute of Chartered Secretaries and Administrators.

At the date hereof, Mr. Tong did not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Tong does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

No service contract has been signed between the Company and Mr. Tong. He is entitled to a director's fee of HK\$75,000 per annum which is based on the Company's remuneration policy adopted for non-executive directors of the Company.

Save as disclosed above, there is no other information relating to Mr. Tong which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

At the date of this announcement, the directors of the Company are Dr. James Sai-Wing Wong (Chairman) and Mr. Yuen-Keung Chan (Vice Chairman and Managing Director) as executive directors; Mr. Paul Hon-To Tong and Dr. Emily Yen Wong as non-executive directors; and Dr. Clement Kwok-Hung Young, Mr. James C. Chen and Mr. Richard Chi-Ho Lo as independent non-executive directors.