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## **CHINA CHENGTONG DEVELOPMENT GROUP LIMITED**

**中國誠通發展集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 217)**

### **NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a general meeting (“**Meeting**”) of China Chengtong Development Group Limited (“**Company**”) will be held at Conference Room of Suite 6406, 64th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 7 March 2023 at 3:00 p.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the Chengxin & China Metallurgical Agreements (as defined in the circular of the Company dated 16 February 2023) dated 11 January 2023 and entered into between 誠通融資租賃有限公司 (unofficial English translation being Chengtong Financial Leasing Company Limited), an indirect wholly-owned subsidiary of the Company, as lessor and 淄博城信建投工程管理有限公司 (unofficial English translation being Zibo Chengxin Construction Investment Engineering Management Co., Ltd.) and 中冶建工集團有限公司 (unofficial English translation being China Metallurgical Construction Engineering Group Co., Ltd.), acting as co-lessees, in respect of a sale and leaseback arrangement for a term of three (3) years be and are hereby confirmed, approved and ratified;
- (b) the transactions contemplated under the Chengxin & China Metallurgical Agreements be and are hereby approved; and
- (c) any one of the directors of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such documents, instruments, agreements or deeds on behalf of the Company as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in

connection with the Chengxin & China Metallurgical Agreements and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of such director, in the interests of the Company and its shareholders as a whole.”

2. **“THAT:**

- (a) the Shenrong & China MCC5 Agreements (as defined in the circular of the Company dated 16 February 2023) dated 11 January 2023 and entered into between 誠通融資租賃有限公司 (unofficial English translation being Chengtong Financial Leasing Company Limited), an indirect wholly-owned subsidiary of the Company, as lessor and 杭州富陽申蓉建設發展有限公司 (unofficial English translation being Hangzhou Fuyang Shenrong Construction Development Co., Ltd.) and 中國五冶集團有限公司 (China MCC5 Group Corp. Ltd.), acting as co-lessees, in respect of a sale and leaseback arrangement for a term of three (3) years be and are hereby confirmed, approved and ratified;
- (b) the transactions contemplated under the Shenrong & China MCC5 Agreements be and are hereby approved; and
- (c) any one of the directors of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such documents, instruments, agreements or deeds on behalf of the Company as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Shenrong & China MCC5 Agreements and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of such director, in the interests of the Company and its shareholders as a whole.”

3. **“THAT:**

- (a) the Zhaoqing High Tech & China MCC5 Agreements (as defined in the circular of the Company dated 16 February 2023) dated 11 January 2023 and entered into between 誠通融資租賃有限公司 (unofficial English translation being Chengtong Financial Leasing Company Limited), an indirect wholly-owned subsidiary of the Company, as lessor and 廣東肇慶市高新建設開發有限公司 (unofficial English translation being Guangdong Zhaoqing High Tech Construction Development Co., Ltd.) and 中國五冶集團有限公司 (China MCC5 Group Corp. Ltd.), acting as co-lessees, in respect of a sale and leaseback arrangement for a term of three (3) years be and are hereby confirmed, approved and ratified;
- (b) the transactions contemplated under the Zhaoqing High Tech & China MCC5 Agreements be and are hereby approved; and

- (c) any one of the directors of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such documents, instruments, agreements or deeds on behalf of the Company as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Zhaoqing High Tech & China MCC5 Agreements and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of such director, in the interests of the Company and its shareholders as a whole.”

By order of the board of directors  
**China Chengtong Development Group Limited**  
**Zhang Bin**  
*Chairman*

16 February 2023

*Registered address in Hong Kong:*

Suite 6406, 64th Floor  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

*Notes:*

- (1) A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his/her/its stead. If more than one proxy is so appointed, the form of proxy shall specify the number and class of shares in respect of which each such proxy is appointed. A proxy need not be a shareholder of the Company. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder are present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (2) The Company does not in any way wish to diminish the opportunity available to the shareholders of the Company to exercise their rights and to vote, but is conscious of the pressing need to protect the shareholders from possible exposure to the coronavirus pandemic. **For the health and safety of the shareholders, the Company would like to encourage shareholders to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy instead of attending the Meeting in person. Physical attendance is not necessary for the purpose of exercising shareholders' rights.**
- (3) To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 3:00 p.m. on Saturday, 4 March 2023 or not later than 48 hours before the time appointed for holding any adjournment or postponement of the Meeting. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the Meeting or any adjournment or postponement thereof should they so wish and, in such event, the form of proxy previously submitted shall be deemed to be revoked.

- (4) For determining the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 2 March 2023 to Tuesday, 7 March 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, all completed share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 1 March 2023.
- (5) The above resolutions will be voted by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (6) If a tropical cyclone warning signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a black rainstorm warning is in force at or at any time after 12:00 noon on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the website of the Company ([www.irasia.com/listco/hk/chengtong](http://www.irasia.com/listco/hk/chengtong)) to notify the shareholders of the Company of the date, time and place of the rescheduled meeting. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.

*As at the date of this notice, the executive directors are Mr. Zhang Bin, Mr. Yang Tianzhou and Mr. Gu Honglin; and the independent non-executive directors are Professor Chang Qing, Mr. Lee Man Chun, Tony and Professor He Jia.*