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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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 **China Chengtong Development Group Limited**, you should at once hand or forward this circular and the form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Suite 6406, 64th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 21 June 2024 at 10:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same together with any power of attorney or other authority, if any, under which it is signed by 10:00 a.m. on Wednesday, 19 June 2024 or not later than 48 hours before the time appointed for holding any adjournment or postponement of the Annual General Meeting to 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. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment or postponement thereof should you so wish and, in such event, the form of proxy previously submitted shall be deemed to be revoked.

Please note that no refreshments or drinks will be served and no corporate gifts will be provided at the Annual General Meeting.

27 May 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company convened to be held at Suite 6406, 64th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 21 June 2024 at 10:00 a.m. or any adjournment or postponement thereof, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“CCHG”	China Chengtong Holdings Group Limited, a state-owned enterprise established in the PRC with limited liability and the ultimate holding company of the Company
“CCHK”	China Chengtong Hong Kong Company Limited, a company incorporated in Hong Kong with limited liability and the controlling shareholder of the Company
“Company”	China Chengtong Development Group Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any number of Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued or dealt with under the Issue Mandate
“Group”	the Company and its subsidiaries as at the Latest Practicable Date
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the number of issued Shares as at the date of passing of the relevant resolution
“Latest Practicable Date”	21 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares of up to a maximum of 10% of the number of issued Shares as at the date of 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
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong as approved by the SFC
“%”	per cent.

The English names of all PRC entities in this circular are for identification purpose only.

LETTER FROM THE BOARD



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)

Executive Directors:

Zhang Bin (*Chairman*)

Gu Honglin (*Managing Director*)

Independent non-executive Directors:

Chang Qing

Lee Man Chun, Tony

He Jia

*Registered address and principal place of
business in Hong Kong:*

Suite 6406, 64th Floor

Central Plaza

18 Harbour Road

Wanchai, Hong Kong

27 May 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors; (ii) the re-election of the Directors; and (iii) the declaration of final dividend, and to give you notice of the Annual General Meeting.

2. PROPOSED GRANTING OF GENERAL MANDATES

At the annual general meeting of the Company held on 26 June 2023, ordinary resolutions were passed to, among other things, grant the general mandates to the Directors (i) to allot, issue or otherwise deal with Shares of not exceeding 20% of the number of issued Shares on 26 June

LETTER FROM THE BOARD

2023; (ii) to repurchase Shares of an aggregate number of up to 10% of the number of issued Shares on 26 June 2023; and (iii) to extend the general mandate to allot, issue or otherwise deal with Shares by adding to it such number of Shares repurchased by the Company pursuant to and in accordance with the general mandate as mentioned in (ii) above.

As at the Latest Practicable Date, no Shares had been issued or repurchased pursuant to the general mandates granted to the Directors on 26 June 2023.

These general mandates will lapse at the conclusion of the Annual General Meeting.

Issue Mandate

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue or otherwise deal with Shares of not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution, which is 1,192,927,009 Shares based on the total number of issued Shares as at the Latest Practicable Date and assuming that the number of issued Shares remains unchanged up to the date of the Annual General Meeting.

Repurchase Mandate

At the Annual General Meeting, an ordinary resolution will also be proposed to grant the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and which has been recognised by the SFC and the Stock Exchange of an aggregate number of up to 10% of the number of issued Shares as at the date of passing of the relevant resolution, which is 596,463,504 Shares based on the total number of issued Shares as at the Latest Practicable Date and assuming that the number of issued Shares remains unchanged up to the date of the Annual General Meeting.

Extension Mandate

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting providing that any number of Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the number of issued Shares as at the date of grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted, issued or otherwise dealt with under the Issue Mandate.

The Issue Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions numbered 5 and 6 in the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-6 of this circular.

LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

In accordance with Article 109(A) of the Articles and in compliance with the code provision B.2.2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, Professor Chang Qing (“**Professor Chang**”) and Mr. Lee Man Chun, Tony (“**Mr. Lee**”) will retire as Directors by rotation and shall be eligible for re-election at the Annual General Meeting. Each of Professor Chang and Mr. Lee, being eligible, offers himself for re-election as an independent non-executive Director at the Annual General Meeting.

Pursuant to the code provision B.2.3 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, if an independent non-executive director has served more than nine years, such director’s further appointment should be subject to a separate resolution to be approved by shareholders. As at the Latest Practicable Date, Professor Chang and Mr. Lee have served as independent non-executive Directors for more than 11 years and 10 years since January 2013 and November 2013 respectively. Accordingly, each of their re-appointment is subject to a separate resolution to be approved at the Annual General Meeting.

The Company has received from each of Professor Chang and Mr. Lee a confirmation of his independence. Professor Chang and Mr. Lee have not engaged in any executive management of the Group. Taking into consideration of the independent scope of works of Professor Chang and Mr. Lee in the past years, the Board and the Nomination Committee consider Professor Chang and Mr. Lee to be independent in character and judgement and there are no relationships or circumstances which are likely to affect (or could appear to affect) their judgement as independent non-executive Directors.

The Nomination Committee is satisfied that Professor Chang and Mr. Lee have continued to demonstrate their abilities to provide independent and objective view to the Company’s matters based solely on the interest of the Company and the Shareholders as a whole. The Nomination Committee acknowledges the invaluable contributions made by Professor Chang and Mr. Lee with their in-depth knowledge and understanding of the Group’s business and operation gained throughout the years. The Nomination Committee is therefore of the view that each of Professor Chang and Mr. Lee possesses the required attributes of an independent non-executive Director and there is no evidence that the length of tenure of Professor Chang and Mr. Lee have had or would have any impact on their independence from the Company.

Having taken into account the participation of each of Professor Chang and Mr. Lee in Board meetings over the past years, the Nomination Committee is also satisfied that each of Professor Chang and Mr. Lee will continue to be able to commit sufficient time and attention to the Company’s affairs.

LETTER FROM THE BOARD

For the reasons mentioned above and in accordance with the nomination policy, the independent view policy and the board diversity policy of the Company, the Nomination Committee recommended both Professor Chang and Mr. Lee to stand for re-election as independent non-executive Directors at the Annual General Meeting.

The Board, having considered the recommendation of the Nomination Committee, also recommended Professor Chang and Mr. Lee to stand for re-election as independent non-executive Directors at the Annual General Meeting.

Brief biographical details of Professor Chang and Mr. Lee are set out in Appendix II to this circular.

4. DECLARATION OF FINAL DIVIDEND

By the announcement of the final results for the year ended 31 December 2023 of the Company dated 8 March 2024, the Company announced that the Board had resolved to recommend the payment of a final dividend of HK0.34 cent per Share in respect of the year ended 31 December 2023 to the Shareholders whose names appear on the register of members of the Company on Friday, 5 July 2024. Subject to the passing of the resolution approving the payment of such final dividend at the Annual General Meeting, the final dividend is expected to be paid on Friday, 19 July 2024.

In order to determine the entitlement to the final dividend for the year ended 31 December 2023, the register of members of the Company will be closed on Friday, 5 July 2024, on which day no transfer of Shares will be registered. In order to qualify for the final dividend, 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 Thursday, 4 July 2024.

5. ANNUAL GENERAL MEETING

The notice for the Annual General Meeting is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the Annual General Meeting together with this circular are published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.hk217.com). Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same together with any power of attorney or other authority, if any, under which it is signed by 10:00 a.m. on Wednesday, 19 June 2024 or not later than 48 hours before the time appointed for holding any adjournment or postponement of the Annual General Meeting to 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. Completion and return of the form of proxy will not preclude you from

LETTER FROM THE BOARD

attending and voting at the Annual General Meeting or any adjournment or postponement thereof should you so wish and, in such event, the form of proxy previously submitted shall be deemed to be revoked.

The record date for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 21 June 2024 and the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General 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 Monday, 17 June 2024.

6. VOTING BY POLL

In compliance with the Listing Rules, all resolutions will be voted on by way of poll at the Annual General Meeting. After the conclusion of the Annual General Meeting, the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.hk217.com).

7. RECOMMENDATION

The Directors consider that the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of the Directors and the declaration of the final dividend are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the Annual General Meeting.

8. 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.

Yours faithfully,
By order of the Board
China Chengtong Development Group Limited
Zhang Bin
Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

The following explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules allow companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange or any other stock exchange on which the securities of the company may be listed and which has been recognised by the SFC and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by passing an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by specific approval granted to a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 5,964,635,045 issued Shares.

Subject to the passing of the proposed resolution concerning the grant of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed to repurchase up to 596,463,504 Shares under the Repurchase Mandate.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders which enables the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share repurchases may, depending on the then market conditions and funding arrangements, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Repurchases will be financed by the funds that are legally available for such purposes in accordance with the then prevailing articles of association of the Company and the laws of Hong Kong.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might materially impact on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date of its latest audited consolidated financial statements. However, the Directors do not intend 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 unless the Directors consider that such purchases are in the best interests of the Company and the Shareholders.

5. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
May	0.117	0.100
June	0.111	0.096
July	0.118	0.088
August	0.116	0.085
September	0.110	0.086
October	0.100	0.078
November	0.096	0.082
December	0.092	0.075
2024		
January	0.106	0.080
February	0.101	0.075
March	0.090	0.068
April	0.098	0.074
May (up to the Latest Practicable Date)	0.095	0.078

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company's exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be deemed as an acquisition for the purposes of the Takeovers Code. As such, a Shareholder or a group of Shareholders acting in concert (as defined under the Takeovers Code), depending on the level of increase in the Shareholders' 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.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, CCHK, the Company's holding company, was interested in 3,169,656,217 Shares, representing approximately 53.14% of the total issued Shares of the Company. The entire issued share capital of CCHK is beneficially owned by CCHG. On the basis that there will be no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the beneficial interests of CCHK in the issued Shares of the Company would increase to approximately 59.05% if the Repurchase Mandate were exercised in full. The Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares made under the Repurchase Mandate, nor do the Directors intend to exercise the Repurchase Mandate in full.

In the event that the Repurchase Mandate were exercised in full, the number of Shares held by the public would not fall below 25%.

7. SHARE REPURCHASES BY THE COMPANY

The Company did not purchase any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. GENERAL

None of the Directors and (to the best of their knowledge having made all reasonable enquiries) their close associates (as defined in the Listing Rules) currently intend to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company of his/her/its present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

The Company has confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The biographical details and other particulars of the Directors who will retire at the Annual General Meeting and will offer themselves for re-election thereat according to the Articles are set out below:

PROFESSOR CHANG QING, AGED 66, INDEPENDENT NON-EXECUTIVE DIRECTOR

Length of service and remuneration

Professor Chang joined the Group as an independent non-executive Director in January 2013. Pursuant to the director's appointment letter signed between Professor Chang and the Company, Professor Chang has been appointed as an independent non-executive Director for a period from 1 July 2023 to 30 June 2024, subject to early termination by two-month prior notice by either party and the rotation and re-election requirements under the Articles. Pursuant to his appointment letter, Professor Chang is entitled to receive a monthly payment of HK\$30,000 as his director's fee, which was determined with reference to his qualifications, experience and level of responsibilities undertaken and the prevailing market conditions. Professor Chang is also entitled to participate in the share option scheme and/or share award scheme adopted by the Company (if any).

Professor Chang is currently also the chairman of the Nomination Committee and a member of both the audit committee and the environmental, social and governance committee of the Company. Save as aforesaid, Professor Chang did not hold any other position in the Company and other members of the Group as at the Latest Practicable Date.

Qualification and experience

Professor Chang obtained a master's degree in Economics from Jilin University in 1985 and a PhD degree from Chinese Academy of Social Sciences. He has over 30 years of experience in economic and financial field. He is currently the chairman of Jinpeng International Futures Co., Ltd., a professor of the College of Economics and Management of China Agricultural University, and Lifetime Honorary Professor of the MBA Education Centre of China Agricultural University. Professor Chang is now acting as an independent non-executive director of Kangda International Environmental Company Limited and Honghua Group Limited (both companies' shares are listed on the Main Board of the Stock Exchange). He previously served as an independent director of Tibet Summit Resources Co., Ltd. and TBEA Co., Ltd. (both companies' shares are listed on the Shanghai Stock Exchange) as well as Yuan Longping High-Tech Agriculture Co., Ltd. and Rongfeng Holding Group Co., Ltd. (both companies' shares are listed on the Shenzhen Stock Exchange). Professor Chang was a council member of the Shanghai Futures Exchange and the vice president of China Futures Association. Save as aforesaid, Professor Chang did not hold any directorship in any other listed companies in the last three years.

Interests in shares, underlying shares or debentures

As at the Latest Practicable Date, Professor Chang was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Relationship

Professor Chang does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Others

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the re-election of Professor Chang that need to be brought to the attention of the Shareholders.

MR. LEE MAN CHUN, TONY, AGED 70, INDEPENDENT NON-EXECUTIVE DIRECTOR

Length of service and remuneration

Mr. Lee joined the Group as an independent non-executive Director in November 2013. Pursuant to the director's appointment letter signed between Mr. Lee and the Company, Mr. Lee has been appointed as an independent non-executive Director for a period from 1 July 2023 to 30 June 2024, subject to early termination by two-month prior notice by either party and the rotation and re-election requirements under the Articles. Pursuant to his appointment letter, Mr. Lee is entitled to receive a monthly payment of HK\$30,000 as his director's fee, which was determined with reference to his qualifications, experience and level of responsibilities undertaken and the prevailing market conditions. Mr. Lee is also entitled to participate in the share option scheme and/or share award scheme adopted by the Company (if any).

Mr. Lee is currently also the chairman of the audit committee of the Company and a member of both the Nomination Committee and the remuneration committee of the Company. Save as aforesaid, Mr. Lee did not hold any other position in the Company and other members of the Group as at the Latest Practicable Date.

Qualification and experience

Mr. Lee obtained a master's degree in Business Administration from Chu Hai College of Higher Education in 1981. He is a member of the Hong Kong Institute of Certified Public Accountants. He has over 40 years of experience in accounting, capital markets, corporate management, finance and banking. Previously, he worked for and held senior positions in Standard Chartered Bank (Hong Kong) Limited and Sanwa International Finance Ltd. Mr. Lee was an executive director of Shenwan Hongyuan (H.K.) Limited (the shares of which are listed on the Main Board of the Stock Exchange) from June 2000 to June 2017, and served as its chief executive officer during the period from July 2000 to March 2012. Mr. Lee did not hold any directorship in any other listed companies in the last three years.

Interests in shares, underlying shares or debentures

As at the Latest Practicable Date, Mr. Lee was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Relationship

Mr. Lee does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Others

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Lee that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of China Chengtong Development Group Limited (“**Company**”) will be held at Suite 6406, 64th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 21 June 2024 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2023.
2. To declare and approve a final dividend of HK0.34 cent per ordinary share of the Company for the year ended 31 December 2023.
3. To pass the following resolutions, each as a separate resolution:
 - A. To re-elect Professor Chang Qing as an independent non-executive director of the Company.
 - B. To re-elect Mr. Lee Man Chun, Tony as an independent non-executive director of the Company.
 - C. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**Companies Ordinance**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue or otherwise deal with the shares of the Company (“**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares), which might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the authority granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20% of the number of issued Shares as at the date of passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution (up to 10% of the number of issued Shares as at the date of passing of that separate ordinary resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same;
- (e) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until 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 of association of the Company, the Companies Ordinance or any applicable law of Hong Kong;
or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all powers of the Company to repurchase shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, or otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**Companies Ordinance**”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the authority granted in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until 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 of association of the Company, the Companies Ordinance or any applicable law of Hong Kong; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional on the passing of the resolutions numbered 5 and 6 above, the authority granted to the directors of the Company (“**Directors**”) pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of shares of the Company (“**Shares**”) which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such authority of an amount representing the aggregate number of Shares repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 above.”

By order of the Board
China Chengtong Development Group Limited
Zhang Bin
Chairman

27 May 2024

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. 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) 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 10:00 a.m. on Wednesday, 19 June 2024 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.
- (3) The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Friday, 21 June 2024 and the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, 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 Monday, 17 June 2024.

NOTICE OF ANNUAL GENERAL MEETING

- (4) For determining the entitlement to the final dividend for the year ended 31 December 2023, the register of members of the Company will be closed on Friday, 5 July 2024, on which day no transfer of shares of the Company will be registered. In order to qualify for the final dividend for the year ended 31 December 2023, 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 Thursday, 4 July 2024.
- (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 a black rainstorm warning signal or "extreme conditions" announced by the Hong Kong Government is/are in force in Hong Kong at or 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 websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (www.hk217.com) 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 of the Company are Mr. Zhang Bin and Mr. Gu Honglin; and the independent non-executive directors of the Company are Professor Chang Qing, Mr. Lee Man Chun, Tony and Professor He Jia.