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## **CHEUK NANG (HOLDINGS) LIMITED**

**卓能（集團）有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 131)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Cheuk Nang (Holdings) Limited (“**the Company**”) will be held at 35/F., Cheuk Nang Plaza, 250 Hennessy Road, Wanchai, Hong Kong., on 19 November 2014 at 3:30 p.m. (or immediately after the holding of the annual general meeting of the Company, if later) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTIONS**

“(1) **THAT,**

- (a) the new service agreement dated 26 September 2014 (“**New Service Agreement**”) entered into between Cecil Chao & Associates Limited (“**CCAL**”) and the Company (a copy of which, signed by the Chairman of the meeting for the purpose of identification, has been produced to the meeting marked “A”), the transactions contemplated thereunder and the expected annual caps of HK\$38,871,209 and HK\$31,293,584 for each of the two years ending 30 June 2016 respectively in respect of the transactions contemplated under the New Service Agreement be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and sign all such documents (under seal, if necessary) and to take such steps as they consider necessary or expedient or desirable in connection with or to give effect to the New Service Agreement and to implement the transactions contemplated thereunder and to agree to such variation,

amendment or waiver as are, in the opinion of the board of directors of the Company, in the interests of the Company.”

By Order of the Board  
**CHEUK NANG (HOLDINGS) LIMITED**  
**Dr. Chao Sze Tsung, Cecil**  
*Chairman of the Board*

Hong Kong, 27 October 2014

*Registered Office:*

30-35/F., Cheuk Nang Plaza,  
250 Hennessy Road, Wanchai,  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, to vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. Where there are joint registered holders of any shares, any one of such persons may attend and vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on it together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of it must be deposited at the office of the Company's share registrar, Computershare Hong Kong Investor Services Ltd., at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish.
4. As at the date of this notice, the Board comprises of nine Directors, of which Dr. Chao Sze Tsung, Cecil (Chairman), Ms. Chao Gigi (Vice Chairman), Mr. Yung Philip and Ms. Ho Sau Fun, Connie are executive Directors; Mr. Lee Ding Yue, Joseph and Mr. Chao Howard are non-executive Directors and Dr. Sun Ping Hsu, Samson, Mr. Ting Woo Shou, Kenneth and Mr. Lam Ka Wai, Graham are independent non-executive Directors.