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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Chinese International Group 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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**CINESE INTERNATIONAL GROUP HOLDINGS LIMITED****富盈環球集團控股有限公司**

*(Incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)*

**(Stock Code: 1620)**

**PROPOSALS FOR  
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
RE-APPOINTMENT OF AUDITOR  
AND  
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 2024 AGM to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 26 June 2024 at 10:00 a.m. is set out on pages 15 to 20 of this circular.

A form of proxy for use in connection with the 2024 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.cighl.com](http://www.cighl.com)). If you are not able or do not intend to attend the 2024 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2024 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 AGM or its adjournment if you so wish. If you attend and vote at the 2024 AGM, the instrument appointing your proxy will be deemed to have been revoked.

3 June 2024

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## DEFINITIONS

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

“2023 AGM”	the AGM held on 28 June 2023
“2024 AGM”	the AGM to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 26 June 2024 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 15 to 20 of this circular, or its adjournment
“AGM”	the annual general meeting of the Company
“Annual Report”	the annual report of the Company for the Year
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Chairperson”	the chairperson of the Board
“Chief Executive Officer”	the chief executive officer of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Cinese International Group Holdings Limited, an exempted company incorporated in the province of Ontario, Canada on 8 August, 2017 and registered by way of continuation in the Cayman Islands as an exempted company with limited liability on 20 October, 2017, whose Shares in issue are listed and traded on the Stock Exchange (Stock Code: 1620)
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended, supplemental and/or otherwise modified from time to time
“Controlling Shareholder(s)”	the controlling shareholder (having the meaning ascribed thereto under the Listing Rules) of the Company, which refers to Tomorrow Technology, Tomorrow Holding and Mr. Liu
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Kou”	Dr. Kou Chung Yin Mariana (高頌妍), the Chairperson, the Chief Executive Officer and the Executive Director

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## DEFINITIONS

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“Executive Director(s)”	the executive Director(s)
“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
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2024 AGM to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	30 May 2024, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Mr. Liu”	Mr. Liu Xue Bin (劉學斌), the Executive Director and one of the Controlling Shareholders
“Nomination Committee”	the nomination committee of the Board
“Non-executive Director”	the non-executive Director
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2024 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of issued Shares as at the date of passing the resolution granting such mandate
“Retiring Directors”	Mr. Liu and Ms. Suen Yin Wah Chloe
“SFC”	the Securities and Futures Commission in 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

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## DEFINITIONS

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“Share(s)”	the ordinary share(s) of nominal value of HK\$0.0001 each in the share capital of the Company
“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
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tomorrow Holding”	Tomorrow Education Holding Limited (明日教育控股有限公司), a company incorporated in the British Virgin Islands on 27 March 2020, the shares of which are wholly-owned by Mr. Liu
“Tomorrow Investment”	Tomorrow Education Investment Limited (明日教育投資有限公司), a company incorporated in the British Virgin Islands on 27 March 2020, the shares of which are wholly-owned by Dr. Kou
“Tomorrow Technology”	Tomorrow Education Technology Limited (明日教育科技有限公司), a company incorporated in the British Virgin Islands on 9 April 2020, the shares of which are owned as to 70% by Tomorrow Holding and 30% by Tomorrow Investment
“Year”	the year ended 31 December 2023
“%”	per cent

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LETTER FROM THE BOARD

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**CINESE INTERNATIONAL GROUP HOLDINGS LIMITED**

**富盈環球集團控股有限公司**

*(Incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)*

**(Stock Code: 1620)**

*Executive Directors:*

Dr. Kou Chung Yin Mariana  
*(Chairperson and Chief Executive Officer)*  
Mr. Liu Xue Bin

*Non-executive Director:*

Mr. Liu Jiefeng

*Independent Non-executive Directors:*

Mr. Fong Wai Bun Benny  
Ms. Suen Yin Wah Chloe  
Ms. Kwan Ka Yee

*Registered Office:*

4<sup>th</sup> Floor, Harbour Place  
103 South Church Street  
PO Box 10240  
Grand Cayman, KY1-1002  
Cayman Islands

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

Unit No. 1814 & 1815 on 18th Floor,  
Star House, No.3 Salisbury Road,  
Kowloon, Hong Kong

*Principal Place of Business in  
Canada:*

Suite 304  
1090 Don Mills Road  
Toronto, Ontario  
Canada M3C 3R6

3 June 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
RE-APPOINTMENT OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Directors will propose at the 2024 AGM the resolutions for, among other matters, (i) the grant of each of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue

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## LETTER FROM THE BOARD

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Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the re-election of the Retiring Directors, and (iv) the re-appointment of auditor of the Company.

The purpose of this circular is to give you notice of the 2024 AGM and provide you with the information regarding the above resolutions to be proposed at the 2024 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

### ISSUE MANDATE

Given that the general mandate granted to the Directors to allot, issue and deal with Shares by the Shareholders at the 2023 AGM will lapse at the conclusion of the 2024 AGM, an ordinary resolution will be proposed at the 2024 AGM to grant the Issue Mandate to the Directors. Based on 1,200,000,000 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 2024 AGM, the Directors will be authorised to allot, issue and deal with up to a total of 240,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2024 AGM. The Issue Mandate, if granted at the 2024 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company.

### REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares by the Shareholders at the 2023 AGM will lapse at the conclusion of the 2024 AGM, an ordinary resolution will be proposed at the 2024 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 1,200,000,000 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 2024 AGM, the Company would be allowed to repurchase a maximum of 120,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2024 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by 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 II 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.

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## LETTER FROM THE BOARD

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### **EXTENSION OF ISSUE MANDATE TO ISSUE SHARES**

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 2024 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

### **RE-ELECTION OF RETIRING DIRECTORS**

#### **Retirement of Directors**

As at the Latest Practicable Date, there were two Executive Directors, namely Mr. Liu and Dr. Kou; one Non-executive Director, namely Mr. Liu Jiefeng; and three INEDs, namely Mr. Fong Wai Bun Benny, Ms. Suen Yin Wah Chloe and Ms. Kwan Ka Yee.

Pursuant to article 109(a) of the Articles of Association, each of Mr. Liu and Ms. Suen Yin Wah Chloe will retire at the 2024 AGM, and being eligible, will offer themselves for re-election at the 2024 AGM.

#### **Nomination of Directors**

The Nomination Committee is responsible for reviewing the structure, size and diversity (including without limitation, gender, age, cultural and educational background, skills, knowledge and professional experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships, and considering candidates on merit and against objective criteria with due regard to the Board diversity policy (the "**Policy**"). The committee is also responsible for reviewing the Policy and the measurable objectives, the progress on achieving the objectives, assessing the independence of the INEDs and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular, the Chairperson and the Chief Executive Officer.

The criteria for the committee to select and recommend a candidate for directorship include the candidate's reputation for integrity, qualifications, skills and knowledge, experience, commitment in respect of available time, independence and gender diversity.

#### **Recommendation of the Nomination Committee**

The Nomination Committee had evaluated the performance of each of the Retiring Directors for the Year and found their performance satisfactory. In view of the qualifications and experience of the Retiring Directors, the proposed re-election of the Retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Therefore, the Nomination Committee nominated the Retiring Directors to the Board for it to propose to Shareholders for re-election at the 2024 AGM.



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## LETTER FROM THE BOARD

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Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the Retiring Directors, namely Mr. Liu and Ms. Suen Yin Wah Chloe stand for re-election as Directors at the 2024 AGM. As a good corporate governance practice, each of the Retiring Directors should abstain from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2024 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2024 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the Retiring Directors) is disclosed in the Corporate Governance Report included in the Annual Report.

### **RE-APPOINTMENT OF AUDITOR**

The Board proposes to re-appoint BDO Limited as auditor of the Company at the 2024 AGM.

### **2024 AGM**

The Company will convene the 2024 AGM at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 26 June 2024 at 10:00 a.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the re-election of the Retiring Directors, and (iv) the re-appointment of auditor of the Company. The notice convening the 2024 AGM is set out on pages 15 to 20 of this circular.

A form of proxy for use in connection with the 2024 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cighl.com](http://www.cighl.com)). If you are not able or do not intend to attend the 2024 AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2024 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2024 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2024 AGM, the instrument appointing the proxy will be deemed to have been revoked.

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## LETTER FROM THE BOARD

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### VOTING BY POLL AT THE 2024 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 2024 AGM and contained in the notice of the 2024 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.

### RECOMMENDATION

The Directors consider that the resolutions to be proposed at the 2024 AGM and as set out in the notice of 2024 AGM for approving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the re-election of the Retiring Directors, and (iv) the re-appointment of auditor of the Company 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 as set out in the notice of the 2024 AGM on pages 15 to 20 of this circular.

### GENERAL

Your attention is drawn to the additional 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,  
For and on behalf of the Board  
**Cinese International Group Holdings Limited**  
富盈環球集團控股有限公司  
**Dr. Kou Chung Yin Mariana**  
*Chairperson and executive Director*

*The following are the biographical details of the Directors proposed for re-election at the 2024 AGM.*

**MR. LIU (EXECUTIVE DIRECTOR)**

**Mr. Liu**, aged 51, was appointed as an executive Director on 19 July 2021. Mr. Liu is responsible for overall strategic planning and business development of the Group. Mr. Liu is a recognised educator, philanthropist and entrepreneur. He is a co-founder and currently a director of Guangdong Guangzheng Educational Group Co., Ltd\* (廣東光正教育集團有限公司), a company which principally engages in the provision of premium primary and secondary education in the PRC. He is also an executive director and one of the controlling shareholders of Wisdom Education International Holdings Company Limited (光正教育國際控股有限公司) (HKSE: 6068), an education group listed on the Main Board of the Stock Exchange which currently principally engages in the school-related supply chain business and provision of comprehensive educational services to students of primary, middle and high schools and other customers in the PRC, since June 2016. Mr. Liu also holds interest in other companies that are engaged in other businesses, including but not limited to, real estate, construction, healthcare and hotel in the PRC.

Mr. Liu completed a graduate programme on project management from the Economics Department of Peking University in March 2004. He was awarded the World Outstanding Chinese Award (世界傑出華人獎) by United World Chinese Association Limited (世界華人協會) in 2007. In 2020, he was also recognised as an individual with outstanding achievement on the 40th anniversary of private education in Guangdong (廣東民辦教育四十周年突出貢獻人物) by the Guangdong Province Private Education Association (廣東省民辦教育協會).

Mr. Liu has entered into a service contract with the Company in relation to this appointment as an Executive Director for a term of three years commencing on 19 July 2021, which may be terminated by either party giving to the other at least three months' written notice expiring at the end of the initial term or any subsequent calendar month. Mr. Liu is entitled to a remuneration of HK\$1,200,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company. Mr. Liu's appointment is subject to retirement by rotation at the AGM, and he shall be eligible for re-election in accordance with the Articles of Association. For the Year, the total emoluments received by Mr. Liu from the Group amounted to approximately HK\$1,218,000, which included contributions to defined contribution plan. Details of Mr. Liu's remuneration are set out in Note 9 to the consolidated financial statements in the Annual Report.

As at the Latest Practicable Date, (i) Mr. Liu is indirectly interested in 900,000,000 Shares, all of which are held by Tomorrow Technology; and (ii) Tomorrow Technology is owned as to 70% by Tomorrow Holding, which is wholly-owned by Mr. Liu, who is also a director of Tomorrow Holding.

**MS. SUEN YIN WAH CHLOE (INDEPENDENT NON-EXECUTIVE DIRECTOR)**

**Ms. Suen**, aged 41, was appointed as an independent non-executive Director on 19 July 2021. Ms. Suen is the vice chairman and chief executive officer at ASL Group, a company with a diversified investment portfolio in Asia and where she is primarily responsible for all investments and operations. She is also the chairman of Simon Suen Foundation, a charitable organization in Hong Kong that promotes Chinese arts and culture and operates the Sun Museum. She is a member of the Court at Hong Kong Baptist University and serves on multiple school boards in Hong Kong and the United States.

<b>Name of the entities/ governmental appointments</b>	<b>Position</b>	<b>Period</b>
Chief Executive's Policy Unit Expert Group	Member	From May 2023 to present
Hong Kong Arts Development Council	Member	From January 2023 to present
Museum Advisory Committee	Member	From October 2022 to present
Sha Tin Arts and Culture Promotion Committee	Vice-chairperson	From July 2020 to present
Appeal Board Panel (Gas Safety)	Member	From August 2018 to present
Advisory Committee on Built Heritage Conservation	Member	From May 2018 to present
Intangible Cultural Heritage Advisory Committee	Member	From January 2019 to present
The 13th Guangxi Zhuang Autonomous Region Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議第十三屆廣西壯族自治區委員會)	Committee Member	From January 2023 to present

Ms. Suen received her doctoral degree of humanities, honoris causa from the Hong Kong Baptist University in November 2022. She obtained her master of liberal arts in extension studies in the field of museum studies from Harvard University in the United States in November 2021 and her master of arts in organizational psychology from Columbia University in the United States in February 2009. Ms. Suen graduated from Carnegie Mellon University in the United States with a bachelor of art in philosophy and a bachelor of science in business administration in May 2004.

Ms. Suen has entered into a letter of appointment with the Company in relation to her appointment as an Independent Non-executive Director for a term of three years commencing on 19 July 2021, which may be terminated by giving at least three months' written notice to the Company served by Ms. Suen. She is entitled to a remuneration of HK\$100,000 per annum, which is determined based on her duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company. Her appointment is subject to retirement by rotation at annual general meeting of the Company, and she shall be eligible for re-election in accordance with the Articles of Association. For the Year, the total emoluments received by Ms. Suen from the Group amounted to approximately HK\$100,000. Details of Ms. Suen's remuneration are set out in Note 9 to the consolidated financial statements in the Annual Report.

**GENERAL**

Save as disclosed above, there is no other matter concerning the re-election of each of the Retiring 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.

*This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2024 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 of the Company, 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 of the Company.

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 nor has he/she/it 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 1,200,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval 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 2024 AGM, the Directors would be authorised to repurchase up to a maximum of 120,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or the Companies Act or any applicable laws of the Cayman Islands; or (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. FUNDING OF REPURCHASES

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 of Association for such purpose.

## 6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

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 December 2023, 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 market prices at which the Shares had been traded on the Stock Exchange during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

Month	Traded Price Per Share (HK\$)	
	Highest	Lowest
<b>2023</b>		
May	0.196	0.121
June	0.135	0.109
July	0.132	0.105
August	0.110	0.091
September	0.121	0.090
October	0.180	0.064
November	0.084	0.066
December	0.076	0.047
<b>2024</b>		
January	0.063	0.053
February	0.061	0.049
March	0.075	0.055
April	0.072	0.058
May (up to the Latest Practicable Date)	0.073	0.055

## 8. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, 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 2024 AGM.

The Directors 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.

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

## **9. 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, Tomorrow Technology was beneficially interested in 900,000,000 Shares, representing 75% of the total number of the issued Shares. Tomorrow Technology is beneficially owned as to 70% by Tomorrow Holding (which is wholly-owned by Mr. Liu, an Executive Director) and 30% by Tomorrow Investment (which is wholly-owned by Dr. Kou, the Chairperson, the Chief Executive Officer and an Executive Director). By virtue of the SFO, Mr. Liu is deemed to be interested in the 900,000,000 Shares held by Tomorrow Technology, representing 75% of the total number of Shares in issue. In the event that the Directors will exercise in full the Repurchase Mandate, the proportionate shareholding interest/deemed shareholding interests in the Company of Mr. Liu, Tomorrow Holding and Tomorrow Technology would be increased to approximately 83.3% of the total number of the issued Shares. On the basis of the aforesaid increase of shareholding/deemed shareholding interests in the Company held by Mr. Liu, Tomorrow Holding and Tomorrow Technology, the Directors are not aware of any consequence which may result in a Shareholder, or a group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the total amount of Shares in issue in the public hands falling below the prescribed minimum percentage of 25%. As required by the Listing Rules, a listed issuer shall maintain the said minimum public float. 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 total number of issued Shares.

## **10. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.



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## NOTICE OF ANNUAL GENERAL MEETING

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### CINESE INTERNATIONAL GROUP HOLDINGS LIMITED 富盈環球集團控股有限公司

*(Incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)*

**(Stock Code: 1620)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting ( the “**2024 AGM**”) of Cinese International Group Holdings Limited (the “**Company**”) will be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 26 June 2024 at 10:00 a.m. (or the adjournment thereof) for the following purposes:

#### AS ORDINARY RESOLUTIONS

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 December 2023;
2.
  - (a) To re-elect Mr. Liu Xue Bin as an executive director of the Company;
  - (b) To re-elect Ms. Suen Yin Wah Chloe as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
4. To re-appoint BDO Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with

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## NOTICE OF ANNUAL GENERAL MEETING

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additional shares in the capital of the Company (the “**Shares**”), securities convertible into or exchangeable for Shares, or options or 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 upon the exercise of subscription or conversion or exchange rights attached to any warrants of the Company or any instruments which are convertible into or exchangeable for the Shares; or (iv) any 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 (the “**Articles of Association**”) 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 of Association or any applicable laws of the Cayman Islands; 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;

“**Rights Issue**” means an offer of Shares, or offer or issue of 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) in issue on The Stock Exchange of Hong Kong Limited (the “**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 (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with any other applicable laws, the Code on Share Buy-backs issued by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, 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 total number of Shares in issue 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 of association of the Company or any applicable laws of the Cayman Islands; 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“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 of the Company 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 (the “**Shares**”) 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 total number of the Shares in issue as at the date of passing this Resolution.”

By Order of the Board  
**Cinese International Group Holdings Limited**  
富盈環球集團控股有限公司  
**Dr. Kou Chung Yin Mariana**  
*Chairperson and executive Director*

3 June 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered Office:*

4<sup>th</sup> Floor, Harbour Place  
103 South Church Street  
PO Box 10240  
Grand Cayman, KY1-1002  
Cayman Islands

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

Unit No. 1814 & 1815 on 18th Floor  
Star House, No.3 Salisbury Road  
Kowloon, Hong Kong

*Principal Place of Business in Canada:*

Suite 304  
1090 Don Mills Road  
Toronto, Ontario  
Canada M3C 3R6

*Notes:*

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the 2024 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 2024 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 2024 AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the 2024 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 certified copy of such power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2024 AGM or its adjournment (as the case may be).
4. For determining the entitlement of the Members to attend and vote at the 2024 AGM, the register of members of the Company (“**Register of Members**”) will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the 2024 AGM, non-registered Members must lodge all duly completed signed transfer documents, accompanied by the relevant share certificates with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Thursday, 20 June 2024.
5. In relation to the proposed resolution numbered 2 above, Mr. Liu Xue Bin and Ms. Suen Yin Wah Chloe will retire as directors of the Company (the “**Directors**”) at the 2024 AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company’s circular dated 3 June 2024 (the “**Circular**”).

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## NOTICE OF ANNUAL GENERAL MEETING

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6. In relation to the proposed resolution numbered 4 above, the board of Directors (the “**Board**”) concurs with the views of the audit committee of the Board and has recommended that BDO Limited be re-appointed as the independent auditor of the Company.
7. In relation to the proposed resolution numbered 5 above, approval is being sought from the Members for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The Directors have no immediate plans to issue any new Shares.
8. 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 II to the Circular.
9. 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 poll results of the 2024 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.
10. In case of joint holders of a Share, any one of such joint holders may vote at the 2024 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 2024 AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
11. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.