

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

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 or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huisheng International Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



### HUISHENG INTERNATIONAL HOLDINGS LIMITED

### 惠生國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1340)**

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
  - (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
  - (3) REFRESHMENT OF SCHEME MANDATE LIMIT; AND**
  - (4) NOTICE OF ANNUAL GENERAL MEETING**
- 

A notice convening an annual general meeting of the Company to be held at Room 2302, 23/F., China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Friday, 28 June 2019 at 4:30 p.m. is set out on pages 20 to 25 of this circular. A form of proxy for use at the annual general meeting of the Company is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.hsihl.com](http://www.hsihl.com).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than Wednesday, 26 June 2019 at 4:30 p.m. (Hong Kong Time). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

24 May 2019



---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	4
General Mandate and Repurchase Mandate .....	5
Re-election of Retiring Directors. ....	6
Refreshment of Scheme Mandate Limit. ....	7
AGM. ....	9
Responsibility Statement. ....	10
Recommendation. ....	10
General .....	10
<b>Appendix I — Explanatory statement.</b> .....	11
<b>Appendix II — Details of Directors proposed to be re-elected at the AGM.</b> .....	14
<b>Notice of AGM.</b> .....	20



---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be convened and held on Friday, 28 June 2019 at 4:30 p.m. to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of retiring Directors and the Refreshment of Scheme Mandate Limit
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	Huisheng International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the number of the issued Shares as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	17 May 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular



---

## DEFINITIONS

---

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	the options granted under the Share Option Scheme to subscribe for shares in accordance with the Share Option Scheme
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of listing of the Shares and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to the approval by written resolutions of all shareholders of the Company passed on 11 February 2014
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



---

## DEFINITIONS

---

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



---

LETTER FROM THE BOARD

---



**HUISHENG INTERNATIONAL HOLDINGS LIMITED**

**惠生國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1340)**

*Executive Directors:*

Mr. Chan Chi Ching  
Dr. Liu Ta-pei  
Ms. Lam Ka Lee  
Mr. Suen Man Fung

*Independent non-executive Directors:*

Mr. Chan Hin Hang  
Mr. Wong Yuk Lun, Alan  
Mr. Wong King Shiu, Daniel

*Head office in the PRC:*

Unit 4  
Hejiaping Housing Committee  
Deshan Town  
Economic and Technological Development Zone  
Changde City, Hunan Province  
PRC

*Principal place of business in Hong Kong:*

Unit 8A, 8/F  
Aubin House  
171–172 Gloucester Road  
Wan Chai, Hong Kong

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

24 May 2019

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
(3) REFRESHMENT OF SCHEME MANDATE LIMIT; AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors; and (iii) the Refreshment of Scheme Mandate Limit.



---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors, the proposed Refreshment of Scheme Mandate Limit and the notice of the AGM.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate (including the extended General Mandate) and the Repurchase Mandate.

#### **General Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees or Directors of the Company and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the number of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 880,838,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 176,167,000 Shares. The Directors wish to state that they have no immediate plans or intention to exercise the General Mandate or the extended General Mandate for any fund raising activities (including but not limited to consideration issue or other similar issue or transaction) and have no other fund raising activities (whether that would utilise the General Mandate/the extended General Mandate or not) as at the Latest Practicable Date.



---

## LETTER FROM THE BOARD

---

### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 88,083,800 Shares.

The General Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I 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 an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

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

According to Article 84, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting of the Company at least once every three years.

According to Article 83(3), any Director appointed by the Board as an additional Director shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Thus, in accordance with Articles 83(3) and 84 of the Articles, Dr. Liu Ta-pei, Ms. Lam Ka Lee, Mr. Suen Man Fung, Mr. Chan Hin Hang and Mr. Wong Yuk Lun, Alan will retire at the AGM and, being eligible, would offer themselves for re-election.



---

## LETTER FROM THE BOARD

---

### **Nomination procedures for Directors and Recommendations of the Nomination Committee**

The nomination committee of the Company (the “Nomination Committee”) shall recommend to the Board on the appointment of Directors (including independent non-executive Directors) having regard (i) the proposed candidates’ qualification, background and experience; (ii) independence of candidates for independent non-executive Directors, which is assessed with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board; (iii) the diversity of the Board in all aspects, including gender, age, cultural and educational background, professional experience, skills, knowledge and work experience.

The Nomination Committee has assessed the independence of each of the independent non-executive Directors based on the independent criteria as set out in Rule 3.13 of the Listing Rules by reviewing the written confirmation of independence for 2018 submitted to the Company by each of them, and confirmed that all of them are independent. In addition, the Nomination Committee has assessed and is satisfied with the performance of the retiring Directors for the year ended 31 December 2018.

In particular, the Nomination Committee is also of the view that each Director who is proposed to be subject to re-election at the AGM would bring to the Board his/her own perspective, skills and experience, as further described in his/her biographies in Appendix II to this circular. Therefore, in response to the recommendation of the Nomination Committee, the Board recommended Dr. Liu Ta-pei, Ms. Lam Ka Lee, Mr. Suen Man Fung, Mr. Chan Hin Hang and Mr. Wong Yuk Lun, Alan, to be re-elected as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors who has offered himself/herself for re-election, has abstained from voting at the relevant Board meeting on the resolution to recommend his/her re-election by the Shareholders at the AGM.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **REFRESHMENT OF SCHEME MANDATE LIMIT**

The share option scheme adopted by the Company on 11 February 2014 will remain in force for a period of 10 years from 11 February 2014. Apart from the Share Option Scheme, the Company has no other share option scheme.

On 10 April 2017, the Directors granted a total of 40,000,000 Share Options under the Share Option Scheme to subscribe for an aggregate of 40,000,000 Shares of HK\$0.01 each in the share capital of the Company. There were 5,000,000 options granted to Mr. Chan Chi Ching, the



---

## LETTER FROM THE BOARD

---

executive Director of the Company and the remaining 35,000,000 were granted to the eligible employees and Consultants of the Group at HK\$0.510 each per share. All of which no Share Options were exercised, lapsed or cancelled as at the Latest Practicable Date.

At the annual general meeting of the Company on 30 June 2017 the then Scheme Mandate Limit was further refreshed to 86,847,000 Shares, being 10% of the number of the Shares in issue as at the date of the annual general meeting of the Company held on 30 June 2017.

On 17 July 2018, the Directors further granted a total of 45,788,000 Share Options under the Share Option Scheme to subscribe for an aggregate of 45,788,000 Shares of HK\$ 0.01 each in the share capital of the Company. There were 3,684,000 Share Options granted to Mr. Chan Chi Ching, the executive Director of the Company at HK\$0.207 each per share. The remaining 29,736,000 Share Options were granted to the eligible employees and 12,368,000 Share Options were granted to the eligible consultants of the Group at HK\$0.207 each per share. As at the Latest Practicable Date, a total of 12,368,000 Share Options were exercised and there were 33,420,000 Share Options outstanding. Save as disclosed above, there were no other Share Options were exercised, lapsed or cancelled as at the Latest Practicable Date.

On the basis of 880,838,000 Shares in issue as at the Latest Practicable Date, and assuming there is no further issue or repurchase of Shares prior to the AGM; and the Refreshment of Scheme Mandate Limit is approved by the Shareholders at the AGM; and taking into account the outstanding 73,420,000 Share Options granted under the Share Option Scheme to subscribe for up to a total of 73,420,000 Shares (the **“Outstanding Options”**), the Company may grant Share Options under the Share Option Scheme and any other share option scheme of the Company (if any) to eligible participants conferring on/them right to subscribe for not exceeding 88,083,800 Shares which, when aggregated with 73,420,000 Shares that may be issued under the Outstanding Options (amounting to 161,503,800 Shares which represents approximately 18.34% of the total number of Shares in issue as at the Latest Practicable Date), is within the said limit of 30% of the total number of Shares in issue from time to time as required under the Share Option Scheme.

As at the Latest Practicable Date, the maximum number of Share Options available to be granted under the existing Scheme Mandate Limit is 41,059,000 Share Options and thus the Company had almost fully utilised the existing Scheme Mandate Limit. The Directors consider that the Refreshment of Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward appropriately and motivate the eligible participants under the Share Option Scheme with greater flexibility.



---

## LETTER FROM THE BOARD

---

The Refreshment of Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution to approve the Refreshment of Scheme Mandate Limit at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the number of issued Shares as at the date of passing the resolution of Refreshment of Scheme Mandate Limit at the AGM) which may fall to be issued upon the exercise of the Options to be granted under the Share Option Scheme and any other share option schemes of the Company.

Application will be made to the Stock Exchange for the listing of, and permission to deal in the Shares, representing 10% of the number of issued Shares at the AGM, which may fall to be issued upon the exercise of the Options that may be granted under the refreshed Scheme Mandate Limit.

### AGM

A notice convening the AGM to be held at Room 2302, 23/F., China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Friday, 28 June 2019 at 4:30 p.m. is set out on pages 20 to 25 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.hsihl.com](http://www.hsihl.com). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 4:30 p.m. (Hong Kong Time). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.



---

## LETTER FROM THE BOARD

---

### 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 (including all the independent non-executive Directors) consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of retiring Directors and the proposed Refreshment of Scheme Mandate Limited are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Yours faithfully  
For and on behalf of the Board  
**Huisheng International Holdings Limited**  
**Chan Chi Ching**  
*Executive Director*



This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

## **1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES**

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

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 any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 880,838,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 88,083,800 fully paid Shares, representing approximately 10% of the number of the issued Shares as at the date of passing of the resolution.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its shareholders as a whole.



#### 4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2018, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

#### 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
May	0.285	0.265
June	0.280	0.224
July	0.214	0.197
August	0.202	0.170
September	0.188	0.162
October	0.177	0.159
November	0.198	0.159
December	0.161	0.129
<b>2019</b>		
January	0.132	0.122
February	0.179	0.125
March	0.220	0.148
April	0.184	0.160
May (up to the Latest Practicable Date)	0.177	0.152



**6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, there are no Shareholders interested in more than 10% of the Shares then in issue.

To the best of the Directors' knowledge, information and belief, on the basis of there are no Shareholders who are interested in more than 10% of Shares, an exercise of the Repurchase Mandate in full will not result in any Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

**7. SHARES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.



Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

**(1) DR. LIU TA-PEI (“DR. LIU”)**

Dr. Liu Ta-pei, aged 67, was appointed as an executive Director on 16 June 2016. Dr. Liu graduated from Chung-Hsing University in Taiwan. After graduation, he continued his studies in Cheng-Chi University, Taiwan and the University of Southern California, U.S.A. and obtained Master of Law and MBA degrees respectively. He was then conferred his Doctoral degree in public administration from the University of La Verne, U.S.A. and Doctoral degree in Finance from Shanghai University of Finance and Economics. Apart from his strong educational background, Dr. Liu has been active in the financial field for more than 20 years. He is currently an independent non-executive director of China Vanguard You Champion Holdings Limited (Formerly known as China Vanguard Group Limited) (Stock Code: 8156, a listed company on GEM of the Stock Exchange) since 11 December 2017. He was a former independent non-executive director of China Vanguard from 17 February 2017 to 23 November 2017. He was also a director of Mega Financial Holding Company Limited (Stock Code: 2886, a company listed on the Taiwan Stock Exchange Corporation) and also served as the chairman of Mega Securities Co., Ltd. and Mega Bills Finance Co., Ltd. respectively. He had been the director of Universal Chinese Securities Finance Co., Ltd., Hung-Hsin Bill Co., Ltd., and the chairman of Jen Hua Investment Holding Company. Dr. Liu had served China Development Industry Bank, one of the top management of Taiwan’s largest Investment Banks. Dr. Liu had been the chief executive officer and an executive director of the Core Pacific Yamaichi Group. Because of his outstanding contribution in the financial field, Dr. Liu was awarded Bronze Bauhinia Star in Hong Kong in 2013, and was ranked as one of the ‘Top Ten Intelligent Financial Personnel in Greater China’. He was conferred the ‘Best Integrity Award’ in 2008 and was granted the honour of ‘Golden Peak Award of Outstanding Corporation Leaders in Taiwan’ in 1998.

Dr. Liu has entered into a service contract (“**Service Contract of Dr. Liu**”) with the Company for an initial term of 3 years commencing from 16 June 2016 as an executive Director which is renewable automatically for successive terms of one year after the expiry of the term of appointment, unless terminated by not less than three months’ notice in writing served by either party, and is subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the Service Contract of Dr. Liu, Dr. Liu is entitled to a director’s remuneration of HK\$360,000 per annum, which is determined by reference to his duties and responsibilities within the Company, the Company’s remuneration policy and the market salary range for the position. Save as disclosed above, as at the Latest Practicable Date, (i) Dr. Liu does not hold any other position in the Company or its subsidiaries; (ii) he does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or



overseas in the last three years; (iii) he does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) he does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there are no other information related to Dr. Liu that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in respect of the re-election of Dr. Liu.

**(2) MS. LAM KA LEE (“MS. LAM”)**

Ms. Lam Ka Lee, aged 35, was appointed as an executive Director of the Company on 16 June 2016. She is also a director of various subsidiaries of the Group. Ms. Lam holds a Bachelor of Business Accounting degree from Swinburne University of Technology. Ms. Lam has broad working experience in investment banks and in the financial field. She has been working in various renowned international financial institutions including ABN AMRO Clearing HK Ltd, Barclays Capital, Bank of America Merrill Lynch and ANZ Banking.

Ms. Lam has entered into a service contract (“**Service Contract of Ms. Lam**”) with the Company for an initial term of 3 years commencing from 16 June 2016 as an executive Director which is renewable automatically for successive terms of one year after the expiry of the term of appointment, unless terminated by not less than three months’ notice in writing served by either party, and is subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the Service Contract of Ms. Lam, Ms. Lam is entitled to a director’s remuneration of HK\$360,000 per annum, which is determined by reference to her duties and responsibilities within the Company, the Company’s remuneration policy and the market salary range for the position.

Save as disclosed above, as at the Latest Practicable Date, (i) Ms. Lam does not hold any other position in the Company or its subsidiaries; (ii) she does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) she does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of the Part XV of the SFO; and (iv) she does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there are no other information related to Ms. Lam that are required to be



disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in respect of the re-election of Ms. Lam.

**(3) MR. SUEN MAN FUNG (“MR. SUEN”)**

Mr. Suen Man Fung, aged 32, was appointed as an executive Director on 17 July 2018. Mr. Suen holds a Bachelor of Science in Mathematics from The Hong Kong University of Science and Technology in 2011. Mr. Suen has board working experience in property management as well as financial investment industries. He is currently working in a managerial role in a financial institution in Hong Kong.

Mr. Suen has entered into a service contract (the “**Service Contract of Mr. Suen**”) with the Company for an initial term of 3 years commencing from 17 July 2018 as an executive Director which is renewable automatically for successive terms of one year after the expiry of the term of appointment, unless terminated by not less than three months’ notice in writing served by either party, and is subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the Service Contract of Mr. Suen, Mr. Suen is entitled to a director’s remuneration of HK\$360,000 per annum, which is determined by reference to his duties and responsibilities within the Company, the Company’s remuneration policy and the market salary range for the position.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Suen does not hold any other position in the Company or its subsidiaries; (ii) he does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) he does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) he does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there are no other information related to Mr. Suen that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in respect of the re-election of Mr. Suen.



**(4) MR. CHAN HIN HANG (“MR. CHAN”)**

Mr. Chan Hin Hang, aged 32, was appointed as an independent non-executive Director on 22 March 2019. He is also the chairman of the Audit Committee and the Nomination Committee and a member of the Remuneration Committee. Mr. Chan holds a Bachelor Degree in Business (Banking and Finance) from the Queensland University of Technology. Mr. Chan worked at Deloitte Touche Tohmatsu from September 2010 to June 2015 and he is also a member of CPA Australia. Mr. Chan has over 7 years of accounting experience. Mr. Chan is currently an independent non-executive director of China Demeter Financial investments Limited (Stock Code: 8120, a company listed on GEM of the Stock Exchange). Mr. Chan was also an independent non-executive director of Millennium Pacific Group Holdings Limited (Stock Code: 8147, a company listed on GEM of the Stock Exchange) from 17 July 2017 to 31 July 2018.

Mr. Chan has entered into a letter of appointment (the “**Letter of Appointment of Mr. Chan**”) with the Company for an initial term of 3 years commencing from 22 March 2019 as an independent non-executive Director which is renewable automatically for successive terms of one year after the expiry of the term of appointment, unless terminated by not less than three months’ notice in writing served by either party, and is subject to retirement by rotation and reelection in accordance with the Articles. Pursuant to the Letter of Appointment, Mr. Chan is entitled to a director’s remuneration of HK\$120,000 per annum, which is determined by reference to his duties and responsibilities within the Company, the Company’s remuneration policy and the market salary range for the position.

Mr. Chan has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Chan does not hold any other position in the Company or its subsidiaries; (ii) he does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) he does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) he does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there are no other information related to Mr. Chan that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in respect of the re-election of Mr. Chan.



**(5) MR. WONG YUK LUN, ALAN (“MR. ALAN WONG”)**

Mr. Wong Yuk Lun, Alan, aged 44, was appointed as independent non-executive Director on 6 July 2017. He is a member of Audit Committee, Nomination Committee and Remuneration Committee. Mr. Alan Wong holds a Bachelor’s degree of Accounting and Finance in University of Sunderland. Mr. Alan Wong had been working with various accounting firms and commercial companies for about 20 years of working experience and was responsible for works related to financial management, taxation, audit and non-audit services. Mr. Alan Wong is currently an independent non-executive director of TUS International Limited (Stock code: 872, a company listed on the main board of the Stock Exchange) since 2 September 2014. He was also an independent non-executive director of Bolina Holding Co., Ltd. (Stock code: 1190, a company listed on the main board of the Stock Exchange) from 7 July 2016 to 27 March 2017.

Mr. Alan Wong has entered into a letter of appointment (the “**Letter of Appointment of Mr. Alan Wong**”) with the Company for an initial term of 3 years commencing from 7 June 2016 as an independent non-executive Director which is renewable automatically for successive terms of one year after the expiry of the term of appointment, unless terminated by not less than three months’ notice in writing served by either party, and is subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the Letter of Appointment of Mr. Alan Wong, Mr. Alan Wong is entitled to a director’s remuneration of HK\$120,000 per annum, which is determined by reference to his duties and responsibilities within the Company, the Company’s remuneration policy and the market salary range for the position.

Mr. Alan Wong has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Alan Wong does not hold any other position in the Company or its subsidiaries; (ii) he does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) he does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) he does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there are no other information related to Mr. Alan Wong that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in respect of the re-election of Mr. Alan Wong.



At the AGM, Dr. Liu Ta-pei, Ms. Lam Ka Lee, Mr. Suen Man Fung, Mr. Chan Hin Hang and Mr. Wong Yuk Lun, Alan will retire and being eligible, offer themselves for re-election.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.



---

## NOTICE OF AGM

---



### HUISHENG INTERNATIONAL HOLDINGS LIMITED

### 惠生國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1340)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Huisheng International Holdings Limited (the “**Company**”) will be held at Room 2302, 23/F., China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Friday, 28 June 2019 at 4:30 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2018;
2.
  - (a) to re-elect Dr. Liu Ta-pei as executive Director;
  - (b) to re-elect Ms. Lam Ka Lee as executive Director;
  - (c) to re-elect Mr. Suen Man Fung as executive Director;
  - (d) to re-elect Mr. Chan Hin Hang as independent non-executive Director;
  - (e) to re-elect Mr. Wong Yuk Lun, Alan as independent non-executive Director; and
  - (f) to authorise the board of Directors to fix the Directors’ remuneration.
3. to re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

and, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions:



---

## NOTICE OF AGM

---

4. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for 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) above 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 nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend 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:
  - (aa) 20 per cent. of the number of issued Shares on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares on the date of the passing of resolution no. 6),

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



---

## NOTICE OF AGM

---

(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 by the articles of association of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“**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 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 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 outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period as defined in Resolution 4(d) of all powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;



---

## NOTICE OF AGM

---

- (b) the aggregate number of shares of the Company in issue which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate number of the shares of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” shall have the same meaning as in Resolution 4(d).”
6. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”
7. “**THAT** subject to the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below) and pursuant to the share option scheme of the Company adopted on 11 February 2014 (the “**Share Option Scheme**”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Scheme Mandate Limit (as defined below) under the Share Option Scheme provided that (i) the total number of Shares which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme and other share option schemes of the Company shall not exceed 10 per cent. of the number of issued Shares as at the date of the passing of this resolution (the “**Scheme Mandate Limit**”); and (ii) the overall limit on the number of Shares which may be issued upon the exercise of all options to be granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company must not exceed 30 per cent. of the number of issued Shares from time to time and that the Directors be and are hereby authorized, at their absolute discretion, to grant options under the Share Option Scheme up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options.”

By order of the Board  
**Huisheng International Holdings Limited**  
**Chan Chi Ching**  
*Executive Director*

Hong Kong, 24 May 2019



---

## NOTICE OF AGM

---

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office in the PRC:*

Unit 4  
Hejiaping Housing Committee  
Deshan Town  
Economic and Technological Development Zone  
Changde City, Hunan Province  
PRC

*Principal place of business in Hong Kong:*

Unit 8A, 8/F  
Aubin House  
171–172 Gloucester Road  
Wan Chai, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. The register of members will be closed from Tuesday, 25 June 2019 to Friday, 28 June 2019 both days inclusive, during which no transfer of shares will be registered. In order to be entitled to attend and vote at the annual general meeting of the Company to be held on Friday, 28 June 2019, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Monday, 24 June 2019.
3. In order to be valid, the form of proxy, 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 must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than Wednesday, 26 June 2019 at 4:30 p.m. (Hong Kong Time). Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
4. In the case of joint holders of shares, any one of such holders may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the annual general 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.
5. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.



---

## NOTICE OF AGM

---

6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
7. All resolutions will be conducted by way of a poll.