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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, 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 of your shares in Huaxi Holdings Company 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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## **HUAXI HOLDINGS COMPANY LIMITED**

**華禧控股有限公司**

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

**(Stock Code: 01689)**

### **PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Huaxi Holdings Company Limited to be held at Room Unicorn and Phoenix, Basement 2, The Charterhouse Causeway Bay Hotel, 209–219 Wanchai, Hong Kong on Friday, 23 August 2019 at 11:30 a.m. is set out on pages 13 to 17 of this circular of the Company.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned thereof should you so wish.

19 July 2019

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room Unicorn and Phoenix, Basement 2, The Charterhouse Causeway Bay Hotel, 209–219 Wanchai, Hong Kong on Friday, 23 August 2019 at 11:30 a.m.;
“AGM Notice”	the notice of the AGM as set out in pages 13 to 17 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	Huaxi Holdings Company Limited, a company incorporated in Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate nominal value of Share which may be allotted and issue under the Issue Mandate may be extended by an addition of an amount representing the aggregate nominal value of Share repurchased under the Repurchase Mandate;
“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 People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM;
“Latest Practicable Date”	12 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares in issue up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolutions at the AGM;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company;
“Share Option”	share option granted on 15 January 2015 under the Share Option Scheme adopted on 14 November 2013;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers;
“%”	per cent.

**LETTER FROM THE BOARD**



**HUAXI HOLDINGS COMPANY LIMITED**

華禧控股有限公司

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

**(Stock Code: 01689)**

*Executive Directors:*

Mr. Zheng Andy Yi Sheng  
*(Chairman and Chief Executive Officer)*  
Mr. Zheng Mingsheng

*Non-Executive Director:*

Mr. Hao Jiming

*Independent Non-Executive Directors:*

Mr. Lau Kwok Hung  
Mr. Ma Wenming  
Mr. Fok Po Tin

*Registered Office:*

Clifton House  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Unit 1906-07, 19th Floor, Cosco Tower  
Grand Millennium Plaza  
183 Queen's Road Central  
Central, Hong Kong

19 July 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of AGM and provide you with information in respect of the proposals relating to (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the Extension Mandate to the Directors; and (iv) the re-election of Directors.

## LETTER FROM THE BOARD

### **GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

At the annual general meeting of the Company held on 31 August 2018, the Directors were granted general mandates to (i) allot and issue Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue at that date and (ii) repurchase Shares representing not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue at that date. Such mandates will expire at the conclusion of the AGM.

An ordinary resolution regarding the Issue Mandate will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot and issue and deal with unissued Shares not exceeding 20% of the aggregate nominal value of share capital of the Company in issue as at the date of passing such resolution. As at the Latest Practicable Date, a total of 694,080,000 Shares were in issue. Subject to the passing of the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 138,816,000 Shares.

An ordinary resolution regarding the Repurchase Mandate will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing such resolution. As at the Latest Practicable Date, a total of 694,080,000 Shares were in issue. Subject to the passing of the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Repurchase Mandate to issue a maximum of 69,408,000 Shares.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM to extend the Issue Mandate by an additional amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate.

The Issue 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; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or the applicable laws of 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 containing information regarding the Repurchase Mandate as required by the Listing Rules to enable Shareholders to make an informed decision on whether to vote for or against the Repurchase Mandate is set out in Appendix I to this circular.

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

Mr. Lau Kwok Hung and Mr. Ma Wenming, being independent non-executive Directors, will retire from directorship by rotation and will eligible for re-election at the AGM in accordance with Article 108(a) of the Articles.

## **LETTER FROM THE BOARD**

Mr. Hao Jiming, being appointed as a non-executive Director with effect from 15 April 2019, will hold office until the AGM and will eligible for re-election at the AGM in accordance with Article 112 of the Articles.

The above Directors will offer themselves for re-election at the AGM.

The Nomination Committee has considered the background, skills, knowledge and experience of the Directors offering themselves for re-election, having regard to the Board diversity policy. The Board diversity policy sets out that Board appointments are based on a number of criteria having due regard to the benefits of diversity on the Board including, without limitation, gender, age, cultural and educational background. The Board notes that the Directors offering themselves for re-election have extensive experience in their fields and professions and their education, backgrounds, experience and practices allow them to bring valuable perspectives, insights and skills to the Board and contribute to the diversity thereof.

The independent non-executive Directors offering themselves for re-election have confirmed their independence pursuant to rule 3.13 of the Listing Rules. The Nomination Committee and the Board also consider the independence non-executive Directors offering themselves for re-election meet the independence guidelines set out in rule 3.13 of the Listing Rules and are independence in accordance with the terms of the guidelines.

Biographical details of the aforesaid Directors are set out in Appendix II to this circular.

### **PROPOSED PAYMENT OF FINAL DIVIDEND**

The Board proposed the payment of a final dividend of HK3 cents per Share for the year ended 31 March 2019. The payment of the final dividend is subject to the approval by the Shareholders at the AGM.

### **ANNUAL GENERAL MEETING**

The Notice of AGM is set out on pages 13 to 17 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, (i) the grant of Issue Mandate; (ii) the grant of the Repurchase Mandate; (iii) the grant of extension Mandate; and (iv) the re-election of Directors.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to present at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjourned meeting should you so wish.

## **LETTER FROM THE BOARD**

### **VOTING BY POLL**

In compliance with the Rule 13.39(4) of the Listing Rules, the ordinary resolution will be voted on by way of a poll at the AGM. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible after the AGM in accordance with Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATION**

The Directors consider that the proposed resolutions set out in the notice of AGM, for the proposals for the granting of Issue Mandate, Repurchase Mandate, the Extension Mandate and re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all the ordinary resolutions to be proposed at the AGM.

### **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 enquires, 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.

### **GENERAL INFORMATION**

Your attention is drawn to appendices to this circular.

By Order of the Board  
**Huaxi Holdings Company Limited**  
**Zheng Andy Yi Sheng**  
*Chairman*



## **APPENDIX I      REPURCHASE MANDATE EXPLANATORY STATEMENT**

*This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed at the AGM to be granted to the Directors.*

### **SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$20,000,000 divided into 4,000,000,000 Shares, among which an aggregate of 694,080,000 Shares were issued and fully paid-up. Subject to the passing of the ordinary resolution of the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed to repurchase a maximum of 69,408,000 Shares during the period which the Repurchase Mandate remains in force.

### **REASONS FOR SHARE REPURCHASES**

The Directors believe that the flexibility afforded by the Share Repurchase Mandate would be beneficial to the Company and its shareholders. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share. It will then be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company.

### **FUNDING AND IMPACT OF REPURCHASES**

In repurchasing shares, the Company will only apply funds legally available for such purpose in accordance with the Articles and the applicable laws in the Cayman Islands, which include distributable profits of the Company or the proceeds of a fresh issue of Shares made for such purpose. There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 March 2019 in the event that the Share Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors shall from time to time be appropriate for the Company.

### **DIRECTORS' UNDERTAKING**

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

## **DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the proposed Repurchase Mandate approved by the Shareholders.

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the shareholders.

## **EFFECT OF THE TAKEOVERS CODE**

If on the exercise of the power to repurchase shares pursuant to the Share Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Takeovers Code. As a result, a Shareholder or a 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the controlling Shareholders were (i) SXD Limited (“**SXD**”) which owned 450,000,000 Shares (approximately 64.83% of the issued share capital of the Company); and (ii) Mr. Zheng Andy Yi Sheng (“**Mr. Zheng**”), the chairman and executive Director of the Company, who owned the entire issued share capital of SXD. In the event that the Repurchase Mandate was exercised in full, (i) the interest of SXD and Mr. Zheng in the Company will be increased from approximately 64.83% to approximately 72.04%. On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchase of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under the Takeovers Code.

The Company has no intention to exercise the Repurchase Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of shares held by the public being reduced to less than 25% of the issued share capital of the Company.

## **SHARES REPURCHASE**

The Company had not purchased any of Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

<b>APPENDIX I</b>	<b>REPURCHASE MANDATE EXPLANATORY STATEMENT</b>
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## SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last thirteen months prior to the issue of this circular.

	<b>Highest traded price</b> <i>HK\$</i>	<b>Lowest traded price</b> <i>HK\$</i>
<b>2018</b>		
June	2.39	2.06
July	2.28	1.98
August	2.35	1.98
September	2.43	2.23
October	2.34	2.07
November	2.41	2.09
December	3.22	2.19
<b>2019</b>		
January	3.13	2.78
February	2.98	2.28
March	2.44	2.05
April	2.26	2.05
May	2.23	1.84
June	2.29	1.85
July (up to the Latest Practicable Date)	2.30	2.11

*Stated below are the details of Directors who will be eligible for re-election at the AGM:*

**Mr. LAU Kwok Hung**

Mr. LAU Kwok Hung (“**Mr. Lau**”), aged 72, was appointed as an independent non-executive Director on 24 July 2013. He is the chairman of the audit committee and remuneration committee of the Company and a member of the nomination committee and corporate governance committee of the Company. Mr. Lau is a fellow member of the Hong Kong Institute of Certified Public Accountants and formerly, was a fellow of the Association of Chartered Certified Accountants and an associate member of the Chartered Institute of Management Accountants. Mr. Lau holds a Senior Executive Master Degree in Business Administration from Charles Darwin University. He also obtained a Diploma in Insolvency issued by the Hong Kong Institute of Certified Public Accountants and an Executive Diploma in International Business Valuation issued by the School of Professional and Continuing Education of the University of Hong Kong. He has extensive experience in financial accounting, auditing, taxation, company secretarial matter and corporate finance, especially in mergers, acquisitions and corporate restructuring. Mr. Lau is currently an independent non-executive director of Mayer Holdings Limited (stock code: 1116).

Saved as disclosed above, Mr. Lau (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, (ii) did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and (iii) does not have other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. Lau has 400,000 Share Option of the Company with the exercise price of HK\$1.29 per share. There is a letter of appointment entered into between Mr. Lau and the Company on 6 December 2016 for a term of three years, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Lau is entitled to an annual emoluments as an independent non-executive Director of HK\$120,000 at such Director’s fee and emoluments as may be approved by the Board in accordance with the Articles. His emoluments will be determined by reference to his experience, duties, responsibilities, the prevailing market conditions of the industry, the Company’s remuneration policy, operating performance and profitability and is subject to review from time to time by the Remuneration Committee of the Company.

Save as disclosed above, in relation to the re-election of Mr. Lau as an independent non-executive Director, there is no information which is disclosable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under 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.

**Mr. MA Wenming**

Mr. MA Wenming (“**Mr. Ma**”), aged 76, was appointed as an independent non-executive Director on 24 July 2013. He is the member of the audit committee and remuneration committee of the Company. Mr. Ma was the factory manager of Anyang Cigarette Factory (安陽捲煙廠) and was the division head (司長) of development and planning division (發展計劃司) of STMA. Mr. Ma was an independent director of Shenzhen Jinjia Color Printing Group Co., Ltd. (深圳勁嘉彩印集團股份有限公司), a company listed on the Shenzhen Stock Exchange with stock code 002191, from November 2006 to April 2008.

Saved as disclosed above, Mr. Ma (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, (ii) did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and (iii) does not have other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. Ma has 400,000 Share Option of the Company with the exercise price of HK\$1.29 per share. There is a letter of appointment entered into between Mr. Ma and the Company on 6 December 2016 for a term of three years, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Ma is entitled to an annual emoluments as an independent non-executive Director of HK\$120,000 at such Director’s fee and emoluments as may be approved by the Board in accordance with the Articles. His emoluments will be determined by reference to his experience, duties, responsibilities, the prevailing market conditions of the industry, the Company’s remuneration policy, operating performance and profitability and is subject to review from time to time by the Remuneration Committee of the Company.

Save as disclosed above, in relation to the re-election of Mr. Ma as an independent non-executive Director, there is no information which is disclosable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under 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.

**Mr. Hao Jiming**

Mr. HAO Jiming (“**Mr. Hao**”), aged 73, was appointed as a non-executive Director on 15 April 2019. Mr. Hao graduated from Civil Engineering Department of Tsinghua University in 1970, majoring in water supply and sewage engineering. He obtained a master degree in engineering from Tsinghua University in 1981. In 1984, Mr. Hao obtained a doctorate degree in Civil and Environmental Engineering Department from the University of Cincinnati. Mr. Hao was elected as a member of the Chinese Academy of Engineering in 2005 and a foreign member of National Academy of Engineering of the United States America in 2018. Since 1970, Mr. Hao had been working at Tsinghua University as lecturer, professor and the dean of the Environment Science and Engineering Department in 1999. Mr. Hao has been an independent director of Keda Clean Energy Co., Ltd. (廣東科達潔能股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600499) since August 2015.

Saved as disclosed above, Mr. Hao (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, (ii) did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and (iii) does not have other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. Hao does not have any interest in Shares and/or underlying Shares of the Company or its associated corporations (within the meaning of Part XV of the SFO). There is a letter of appointment entered into between Mr. Hao and the Company on 15 April 2019 for a term of three years, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Hao is entitled to an annual emoluments as a non-executive Director of HK\$120,000 at such Director's fee and emoluments as may be approved by the Board in accordance with the Articles. His emoluments will be determined by reference to his experience, duties, responsibilities, the prevailing market conditions of the industry, the Company's remuneration policy, operating performance and profitability and is subject to review from time to time by the Remuneration Committee of the Company.

Save as disclosed above, in relation to the re-election of Mr. Hao as a non-executive Director, there is no information which is disclosable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under 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.

**NOTICE OF ANNUAL GENERAL MEETING**



**HUAXI HOLDINGS COMPANY LIMITED**

華禧控股有限公司

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

**(Stock Code: 01689)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Huaxi Holdings Company Limited (the “**Company**”) will be held at Room Unicorn and Phoenix, Basement 2, The Charterhouse Causeway Bay Hotel, 209–219 Wanchai, Hong Kong on Friday, 23 August 2019 at 11:30 a.m. for the following purposes:

**Ordinary Business**

1. To receive and consider the audited consolidated financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 March 2019;
2. To declare a final dividend for the year ended 31 March 2019;
3.
  - (a) To re-elect Mr. Lau Kwok Hung as an independent non-executive director;
  - (b) To re-elect Mr. Ma Wenming as an independent non-executive director;
  - (c) To re-elect Mr. Hao Jiming as a non-executive director;
  - (d) To authorize the board of directors to fix the remuneration of the directors;
4. To re-appoint PricewaterhouseCoopers as auditors to the Company and to authorize the board of directors to fix their remuneration;

**Special Business**

As special business, to consider, and if thought fit, to pass with or without modifications the following resolutions as ordinary resolution:

5. **“THAT:**
  - (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, or options,

## NOTICE OF ANNUAL GENERAL MEETING

warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations 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 power 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 an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of rights of subscription or conversion rights under the terms of any warrants, bonds, notes or any other securities issued by the Company which are convertible into Shares;
  - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to the officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:

“**Relevant Period**” means the period from 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 article association or any applicable laws of the Cayman Islands to be held; or



## NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in any territory outside Hong Kong).”

### 6. “**THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares or securities convertible into Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the securities which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from 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 article association of the Company or any applicable laws of the Cayman Islands to be held; or

## NOTICE OF ANNUAL GENERAL MEETING

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the passing of Resolutions numbered 5 and numbered 6 set out in the notice convening this Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with the Shares pursuant to the Resolution numbered 5 above be and is hereby extended by the addition to the aggregate nominal amount of the Share of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”

By order of the Board  
**Huaxi Holdings Company Limited**  
**Zheng Andy Yi Sheng**  
*Chairman*

Hong Kong, 17 July 2019

*Head office and Principal place of business in Hong Kong*  
Unit 1906–07 Cosco Tower  
183 Queen’s Road Central  
Central  
Hong Kong

*Registered office*  
Clifton House  
P.O. Box 1350  
75 Fort Street  
Grand Cayman  
KY1-1108  
Cayman Islands

*Notes:*

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the AGM and in such event, the form of proxy shall be deemed to be revoked.

## NOTICE OF ANNUAL GENERAL MEETING

4. Where there are joint Shareholders, any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the above meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
6. The register of members of the Company will be closed from Tuesday, 20 August 2019 to Friday, 23 August 2019 (both days inclusive), for the purpose of determining Shareholders' entitlement to attend and vote at the AGM, during which day no transfers of shares will be registered. In order to eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar Computershare Hong Kong Investor Services Limited at 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 19 August 2019.  
  
The register of members of the Company will also be closed from Friday, 30 August 2019 to Tuesday, 3 September 2019 (both days inclusive), for the purpose of determining Shareholders' entitlement to qualify for the final dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 29 August 2019.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 3 hours before the time of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the websites of the Company and the Stock Exchange to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. A form of proxy for use at the AGM is enclosed.