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

If you have sold or transferred all your shares in Huijing 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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HUIJING HOLDINGS COMPANY LIMITED

滙景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9968)

RE-ELECTION OF RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “AGM”) of Huijing Holdings Company Limited (the “Company”) to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 22 May 2020 at 10:30 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.huijingholdings.com>).

Whether or not you are able to attend the AGM, please complete and sign 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, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM if they so wish.

Hong Kong, 21 April 2020

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 22 May 2020 at 10:30 a.m.
“AGM Notice”	the notice dated 21 April 2020 convening the AGM as set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association the Company, as amended, supplemented or modified from time to time
“Associate(s)”	has the meaning as ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Company”	Huijing Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Connected Person(s)”	has the meaning as ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“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”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of number of Shares in issue as at the date of passing of the resolutions approving such mandate
“Latest Practicable Date”	14 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	16 January 2020, the date being the Shares were listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Memorandum of Association”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares not exceeding 10% of the number of Shares in issue as at the date of passing of the resolution approving such mandate
“Shareholder(s)”	the registered holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning as ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	percent

LETTER FROM THE BOARD

HUIJING HOLDINGS COMPANY LIMITED

滙景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9968)

Non-executive Director:

Mr. Lun Ruixiang (*Chairman*)

Executive Directors:

Mr. Lun Zhao Ming (*Chief Executive Officer*)

Mr. Lau Kam Kwok Dickson

Mr. Lu Peijun

Independent Non-executive Directors:

Ms. Chiu Lai Kuen Susanna

Mr. Hung Wan Shun Stephen

Ms. Lin Yanna

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business in

Hong Kong:

Unit 2403–2408, 24/F

Shui On Centre

6–8 Harbour Road

Wanchai

Hong Kong

21 April 2020

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Issue Mandate to repurchase Shares and to issue new Shares respectively.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, Mr. Lun Ruixiang shall retire from office by rotation at the AGM. In addition, Mr. Lun Zhao Ming, Mr. Lau Kam Kwok Dickson and Mr. Lu Peijun who were appointed by the Board on 25 March 2019, and Ms. Chiu Lai Kuen Susanna, Mr. Hung Wan Shun Stephen and Ms. Lin Yanna who were appointed by the Board on 11 December 2019 shall hold office until the AGM pursuant to the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Details of the retiring Directors are set out in Appendix I hereto.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

The current general mandate granted to the Directors to repurchase Shares pursuant to the written resolutions of all the Shareholders dated 11 December 2019 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and where appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the number of issued Shares as at the date of passing of proposed ordinary resolution contained in item 6 of the notice of AGM as set out on page 19 of this circular (i.e. 525,400,000 Shares on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the AGM). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

The current general mandate granted to the Directors to issue Shares pursuant to the written resolutions of all the Shareholders dated 11 December 2019 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the number of issued Shares as at the date of passing of proposed ordinary resolution contained in item 5 of the notice of the AGM as set out on page 18 of this circular (i.e. 1,050,800,000 Shares on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the AGM). An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 17 to 21 of this circular.

Pursuant to the Listing Rules and the Company's Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.huijingholdings.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

In view of the travelling restrictions imposed by various jurisdictions to prevent the spread of the COVID-19, certain Director(s) may attend the AGM through video conference.

6. RECOMMENDATION

The Directors consider that the above proposals, including but not limited to the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and Issue Mandate, are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Your faithfully,
For and on behalf of the Board
Huijing Holdings Company Limited
Lun Ruixiang
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

Mr. Lun Ruixiang, aged 52

Mr. Lun Ruixiang was appointed as a Director on 9 January 2019 and was appointed as chairman of the Board and redesignated as a non-executive Director on 25 March 2019. He is also the chairman of the Nomination Committee of the Board and a member of the Remuneration Committee of the Board. Mr. Lun Ruixiang is responsible for formulating the overall strategies, development and directions, as well as monitoring the operations and management of the Group. Mr. Lun Ruixiang founded the Group in 2004 and has over 15 years of experience in residential and commercial property development and business development. Mr. Lun Ruixiang has since January 1995 been engaging in the automobile industry in Dongguan.

Mr. Lun Ruixiang is a relative of Mr. Lun Zhao Ming, an executive Director and the chief executive officer of the Group.

Save as disclosed above, Mr. Lun Ruixiang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lun Ruixiang has entered into a letter of appointment with the Company under which the appointment as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Lun Ruixiang and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr. Lun Ruixiang will be recommended by the Remuneration Committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2019, the total remuneration paid to Mr. Lun Ruixiang was RMB1,306,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lun Ruixiang was interested in 4,478,100,000 Shares, representing 85.23% of the total number of issued Shares. Among others, Wui Ying Holdings Limited, directly held 4,421,241,000 Shares, representing 84.15% of the total number of issued Shares. Mr. Lun Ruixiang is interested in 1 share of Wui Ying Holdings Limited, representing the entire issued share capital of Wui Ying Holdings Limited. Save as disclosed above, Mr. Lun Ruixiang was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In relation to the re-election of Mr. Lun Ruixiang as non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Lun Zhao Ming, aged 55

Mr. Lun Zhao Ming is the chief executive officer of the Group. He was appointed as a Director and redesignated as an executive Director on 25 March 2019. Mr. Lun Zhao Ming first joined the Group in June 2005 as a chairman assistant and was primarily responsible for human resources and administration affairs. He was promoted as vice president in November 2009, during which time he was engaged on overseeing the daily operation of the Group as well as management affairs. Mr. Lun Zhao Ming was promoted as our senior vice president in January 2015, and was promoted as the chief executive officer of the Group in January 2018. In addition to monitoring our daily operation and management, he is also in charge of formulating the Group's business strategies and directions. Prior to joining the Group, Mr. Lun Zhao Ming worked at Dongguan Humen Port Mayong Xinsha Development Co., Ltd. (東莞市虎門港麻涌新沙開發有限公司), a company primarily engaged in industrial park development, from September 2003 to May 2005. Mr. Lun Zhao Ming graduated from Sun Yat-Sen University in the PRC with a bachelor's degree in science in July 1984.

Mr. Lun Zhao Ming is a relative of Mr. Lun Ruixiang, a non-executive Director and the chairman of the Board.

Save as disclosed above, Mr. Lun Zhao Ming has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lun Zhao Ming has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Lun Zhao Ming and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr. Lun Zhao Ming will be recommended by the Remuneration Committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2019, the total remuneration paid to Mr. Lun Zhao Ming was RMB1,534,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lun Zhao Ming was interested in 6,000,000 Shares, representing 0.11% of the total number of issued Shares. Save as disclosed above, Mr. Lun Zhao Ming was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In relation to the re-election of Mr. Lun Zhao Ming as executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Lau Kam Kwok Dickson, aged 52

Mr. Lau Kam Kwok Dickson has been the chief financial officer of Hai Feng Holdings Limited, an indirectly wholly-owned subsidiary of the Company, since February 2016 and has been appointed as a Director and redesignated as executive Director and company secretary of the Company since on March 25, 2019. Mr. Lau is primarily responsible for handling corporate governance and company secretarial matters, as well as overseeing the financial affairs of the Group. Mr. Lau has over 12 years of financial control experience in property development industry and has various experiences with listed groups: Mr. Lau worked at New Heritage Holdings Ltd (Stock Exchange stock code: 95), focusing on property development and property investment business in the PRC since the early 80's, as the financial controller from October 2006 to April 2010; Soundwill Group (Stock Exchange stock code: 878), a Hong Kong-based investment holding company principally engaged in property-related businesses, as the financial controller since May 2010 and promoted to and appointed as executive director in December 2011 until May 2013; and Wang On Group (Stock Exchange stock code: 1222), a company engaged in property development business in Hong Kong, as their chief financial officer from June 2013 to November 2014. Mr. Lau admitted as a Certified Public Accountant in Hong Kong in July 2003 and became a fellow of the Hong Kong Institute of Certified Public Accountants in June 2010. Mr. Lau obtained a degree of Bachelor of Arts from City University of Hong Kong in Hong Kong (formerly known as City Polytechnic of Hong Kong) in November 1993.

Mr. Lau does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Lau has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lau has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Lau and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr. Lau will be recommended by the Remuneration Committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2019, the total remuneration paid to Mr. Lau was RMB1,366,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lau was interested in 2,000,000 Shares, representing 0.04% of the total number of issued Shares. Save as disclosed above, Mr. Lau was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In relation to the re-election of Mr. Lau as executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Lu Peijun, aged 47

Mr. Lu Peijun joined the Group as the financial controller in March 2005 and became a vice president in May 2015. He was appointed as a Director and redesignated as an executive Director on 25 March 2019. Mr. Lu is mainly responsible for the management of the financial department and legal department of the Company and assisting in monitoring project implementation and progress. He has more than 11 years of finance-related experience before joining the Group. He worked at Dongguan Branch of Guangdong Development Bank (廣東發展銀行) (now known as China Guangfa Bank (廣發銀行)) from January 1994 to March 2005. Mr. Lu graduated from South China Normal University with a bachelor's degree in legal studies through online education in February 2005.

Mr. Lu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Lu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lu has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Lu and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr. Lu will be recommended by the Remuneration Committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2019, the total remuneration paid to Mr. Lu was RMB1,248,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lu was interested in 6,000,000 Shares, representing 0.11% of the total number of issued Shares. Save as disclosed above, Mr. Lu was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In relation to the re-election of Mr. Lu as executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. Chiu Lai Kuen Susanna, MH, JP, aged 59

Ms. Chiu Lai Kuen Susanna was appointed as an independent non-executive Director on 11 December 2019. Ms. Chiu is also the chairman of the Audit Committee of the Board.

Ms. Chiu has over 30 years of experience in accounting, business management and operations. From 2000 to 2006, Ms. Chiu joined DVN Holdings Company Limited (currently known as Frontier Services Group) (Stock Exchange stock code: 0500), a company specializing in development and sales of digital broadcasting systems, where she was the chief operating officer and the senior vice president of the Business Development and Corporate Affairs. During 2006 to 2019, she served as senior vice president, group chief representative in Eastern China Region and consultant under the Fung Group, which engaged in trading, distribution, logistics and retailing businesses. Since May 2019, she has been serving as an independent non-executive director of Kato (Hong Kong) Holdings Limited (Stock Exchange stock code: 2189).

Ms. Chiu was awarded the Medal of Honor by the Hong Kong Government in 2013 for her achievement and dedication in public services especially in relations to the accounting profession. She was also awarded the “Outstanding Women Professionals” Award in 2014, “Distinguished Alumni” Award from Sheffield University and was also awarded “2017 Outstanding Business Women” by Hong Kong Commercial Daily in 2017. In 2017 and 2018, Ms. Chiu was awarded the “Justice of Peace” and “New Territories Justice of the Peace”, respectively by the Hong Kong Government for her contribution to the community. Ms. Chiu has been a member of the Women’s Commission since January 2017. She was also a member of the Equal Opportunities Commission from May 2009 to May 2017, as well as the Energy Advisory Committee from July 2014 to July 2018. Ms. Chiu is currently a member of The Chinese People’s Political Consultative Conference of Shanghai.

Ms. Chiu graduated with First Class Honors in Economics from the University of Sheffield in the United Kingdom in 1982 and holds an Executive MBA degree from the Chinese University of Hong Kong in Hong Kong in 1997. Ms. Chiu was the President of the Council of the Hong Kong Institute of Certified Public Accountants in 2013, and the president of the Information Systems Audit and Control Association (China Hong Kong Chapter) from 2001 to 2006. She is a qualified Chartered Accountant from England, a Hong Kong Certified Public Accountant, PRC Certified Public Accountant and Auditor of the Information Systems Audit and Control Association.

Ms. Chiu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Ms. Chiu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Chiu has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise

agreed between Ms. Chiu and the Company or terminated in accordance with the terms of the letter of appointment. Under the letter of appointment entered into between Ms. Chiu and the Company, Ms. Chiu is entitled to receive remuneration of HK\$420,000 per year.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Chiu was not interested or deemed to be interested in any Shares or underlying Shares of the Company.

In relation to the re-election of Ms. Chiu as independent non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders

Mr. Hung Wan Shun Stephen, aged 59

Mr. Hung Wan Shun Stephen was appointed as an independent non-executive Director on 11 December 2019. Mr. Hung is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Board.

Mr. Hung is a solicitor in Hong Kong and has over 24 years of experience in legal practice. Mr. Hung was admitted as a solicitor in Hong Kong in May 1995. Mr. Hung is currently with Li & Partners, a Hong Kong based law firm and has been a partner of the firm since December 2014.

Mr. Hung has been a member of the Council of the Law Society of Hong Kong (the “**Law Society**”) since October 2003. He was elected as vice-president of the Law Society from May 2012 to August 2014 and president from August 2014 to June 2016. Mr. Hung has also been the representative for Law Society in the Judicial Officers Recommendation Commission since July 2015 and the Duty Lawyer Service Council since February 2018. Mr. Hung has been serving various appointments including the Financial Reporting Council since December 2018; Communications Authority since April 2017; Professional Services Advancement Support Scheme Vetting Committee since January 2017; Hong Kong Examinations and Assessment Authority since September 2013; and Sub-committee on Causing or Allowing the Death of a Child of the Law Reform Commission since February 2007 and Lump Sum Grant Steering Committee since April 2015.

Mr. Hung received his degree of Bachelor of Arts from University of Winnipeg in Canada in May 1982. He later received his degree of Bachelor of Laws in December 1992 and Postgraduate Certificate in Laws in September 1993 from the University of Hong Kong in Hong Kong.

Mr. Hung does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Hung has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Hung has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Hung and the Company or terminated in accordance with the terms of the letter of appointment. Under the letter of appointment entered into between Mr. Hung and the Company, Mr. Hung is entitled to receive remuneration of HK\$420,000 per year.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Hung was not interested or deemed to be interested in any Shares or underlying Shares of the Company.

In relation to the re-election of Mr. Hung as independent non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. Lin Yanna, aged 56

Ms. Lin Yanna was appointed as an independent non-executive Director on 11 December 2019. Ms. Lin is also the chairman of the Remuneration Committee, and a member of Audit Committee and Nomination Committee of the Board.

Ms. Lin Yanna has over 18 years of experience in business management and operation. From January 2001 to August 2008, Ms. Lin Yanna worked as the general manager of Shanghai Bus Financial Management Company Limited (上海巴士財務管理有限公司), a company focusing on financial management and providing accounting services, and was responsible for the overall operational management, construction of operational structure and formulation of overall management and risk management policies. She was the director of and a member of the investment decision committee of Shanghai Stonecapital Co., Ltd (上海磐石投資有限公司), an investment management company in China, from September 2008 to September 2018. At Shanghai Stonecapital Co., Ltd, she was mainly responsible for overseeing private equity investment and managing assets of Shanghai Stonecapital Co., Ltd.

Ms. Lin Yanna graduated from Shanghai University of Finance and Economics in the PRC in January 1999, with a master's degree in management. Ms. Lin Yanna also completed a master's programme jointly organized by the Shanghai National Accounting Institute and the Chinese University of Hong Kong in the PRC and received a degree of Master in Accounting for Senior Management in December 2004.

Ms. Lin does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Ms. Lin has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Lin has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Ms. Lin and the Company or terminated in accordance with the terms of the letter of appointment. Under the letter of appointment entered into between Ms. Lin and the Company, Ms. Lin is entitled to receive remuneration of HK\$420,000 per year.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Lin was not interested or deemed to be interested in any Shares or underlying Shares of the Company.

In relation to the re-election of Ms. Lin as independent non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

1. SHARES CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,254,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the AGM in respect of the granting of Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, i.e. 5,254,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 525,400,000 Shares, representing 10% of the number of Shares in issue as at the date of the AGM.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material 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 of the Company for the year ended 31 December 2019) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the following months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
January (since the Listing Date)	1.98	1.73
February	2.12	1.90
March	2.01	1.86
April (up to and including the Latest Practicable Date)	2.10	1.98

Note: Shares of the Company were listed on the Stock Exchange on 16 January 2020.

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. 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 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, (i) Wui Ying Holdings Limited, a company wholly-owned by Mr. Lun Ruixiang, held 4,421,241,000 Shares, representing 84.15% of the total number of issued Shares; and (ii) Wui Shing Holdings Limited, a company wholly-owned by Ms. Chan Hau Wan, held 44,659,000 Shares, representing 0.85% of the total number of issued Shares. Ms. Chan Hau Wan is the spouse of Mr. Lun Ruixiang (together with Wui Ying Holdings Limited, Wui Shing Holdings Limited and Ms. Chan Hau Wan, the "**Controlling**

Shareholders”). In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate and if such is approved by the Shareholders, assuming that the present shareholdings and capital structure of the Company remain the same, (i) the shareholding of the Controlling Shareholders would be increased from 85% of the total number of issued Shares to approximately 94.44% of the total number of issued Shares; (ii) the shareholding of Wui Ying Holdings Limited would be increased from approximately 84.15% to 93.50% of the total number of issued Shares; and (iii) the shareholding of Wui Shing Holdings Limited would be increased from approximately 0.85% of the total number of issued Shares to approximately 0.94% of the total number of issued Shares.

Based on the above, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In the opinion of the Directors, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate (if such is approved by the Shareholders), (i) an increase in shareholding held by the Controlling Shareholders to approximately 94.44% of the total number of issued Shares; and (ii) an increase in shareholding held by Wui Ying Holdings Limited to 93.50% of the total number of issued Shares would contravene the waiver from strict compliance with the requirements under Rule 8.08(1)(a) of the Listing Rules granted by the Stock Exchange, which provides that at least 15% of the Shares must be held by the public. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as would result in the level of shareholdings in the Company held by public Shareholders falling below 15%.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the period from the Listing Date to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

HUIJING HOLDINGS COMPANY LIMITED

滙景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9968)

Notice is hereby given that the annual general meeting of Huijing Holdings Company Limited (the “**Company**”) will be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 22 May 2020 at 10:30 a.m. (Hong Kong time) for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2019.
2. To declare a special dividend of HK\$4.5 cents per ordinary share of the Company.
3.
 - (a) To re-elect Mr. Lun Ruixiang as non-executive director of the Company for a term of three years.
 - (b) To re-elect Mr. Lun Zhao Ming as executive director of the Company for a term of three years.
 - (c) To re-elect Mr. Lau Kam Kwok Dickson as executive director of the Company for a term of three years.
 - (d) To re-elect Mr. Lu Peijun as executive director of the Company for a term of three years.
 - (e) To re-elect Ms. Chiu Lai Kuen Susanna as independent non-executive director of the Company for a term of three years.
 - (f) To re-elect Mr. Hung Wan Shun Stephen as independent non-executive director of the Company for a term of three years.
 - (g) To re-elect Ms. Lin Yanna as independent non-executive director of the Company for a term of three years.
 - (h) To authorise the board of directors of the Company (the “**Board**”) to fix the respective directors’ remuneration.
4. To re-appoint Messrs. Ernst & Young as independent auditor of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
 - (iv) the exercise of rights of subscription or conversion under the terms of any securities or bonds which are convertible into shares of the Company,shall not exceed 20% of the number of issued shares of the Company on the date of passing of this resolution and the said mandate shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in the general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or any relevant jurisdiction or the requirements of any recognized body or any stock exchange).”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in the general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon to the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the number of shares of the Company which may be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the number of shares of the Company in issue as at the date of passing this resolution.”

By Order of the Board
Huijing Holdings Company Limited
Lun Ruixiang
Chairman

Hong Kong, 21 April 2020

As at the date of this announcement, the Board comprises Mr. Lun Zhao Ming, Mr. Lau Kam Kwok Dickson and Mr. Lu Peijun as executive Directors, Mr. Lun Ruixiang as a non-executive Director, and Ms. Chiu Lai Kuen Susanna, Mr. Hung Wan Shun Stephen and Ms. Lin Yanna as independent non-executive Directors.

Notes:

- (1) All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates to purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54 Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 19 May 2020 to Friday, 22 May 2020, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 18 May 2020.

NOTICE OF ANNUAL GENERAL MEETING

- (5) In view of the travelling restrictions imposed by various jurisdictions to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the AGM through video conference.
- (6) For determining the entitlement to the proposed special dividend, the register of members of the Company will be closed from Friday, 29 May 2020 to Monday, 1 June 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed special dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 28 May 2020.