

**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 you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, company secretary, 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.

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.



**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 RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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, 209–219 Wanchai Road, Hong Kong on Friday, 29 May 2020 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.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

In order to prevent and control the spread of the COVID-19, the following measures will be taken at the Annual General Meeting:

- **compulsory body temperature checks for attendees**
- **attendees are required to wear surgical masks and maintain proper distance between seats**
- **no distribution of corporate gift or refreshment**

**Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.**

24 April 2020

<b>CONTENTS</b>
-----------------

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I — REPURCHASE MANDATE EXPLANATORY STATEMENT</b> ...	7
<b>APPENDIX II — BIOGRAPHICAL DETAILS OF THE DIRECTORS</b> .....	10
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	13

## 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, 209–219 Wanchai Road, Hong Kong on Friday, 29 May 2020 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 issued 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 PRC;
“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”	17 April 2020, 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;
“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;
“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 Minsheng

*Non-Executive Directors:*

Mr. Hao Jiming

*Independent Non-Executive Directors:*

Mr. Lau Kwok Hung  
Mr. Fok Po Tin  
Mr. Cai Xiaowen

*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

24 April 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING 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 23 August 2019, 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 701,430,000 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 140,286,000 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 701,430,000 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 70,143,000 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.

## **LETTER FROM THE BOARD**

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

Mr. Zheng Andy Yi Sheng and Mr. Fok Po Tin, will retire from their offices at the forthcoming annual general meeting and being eligible for re-election in accordance with Article 108(a) of the Articles. Mr. Cao Xiaowen, being appointed as Director with effect from 1 April 2020, will hold office until the forthcoming annual general meeting and being eligible for re-election in accordance with Article 112 of the Articles. The above Directors will offer themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the qualifications, skills, knowledge and experience, time commitment and contributions of the retiring Directors, having regard to the nomination policy and the board diversity policy of the Company. The Nomination Committee has also assessed and reviewed the written confirmations of independence of Mr. Fok Po Tin and Mr. Cao Xiaowen based on the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Nomination Committee is of the view that the retiring Directors have extensive experience in different fields and professions that are relevant to the Company's business. In addition, their respective educational background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board. Accordingly, the Nomination Committee has recommended them to the Board for re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended all the retiring Directors to stand for re-election at the AGM.

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

### **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, 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 the additional information set out in the Appendix I (Repurchase Mandate Explanatory Statement) and Appendix II (Biographical Details of the Directors) to this circular

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



*This appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Repurchase Mandate..*

## **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 701,430,000 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 70,143,000 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 nine months ended 31 December 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 shareholder.

**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 64.15% 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 64.15% to approximately 71.28%. 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 PURCHASE**

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

**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 twelve months prior to the issue of this circular.

	<b>Highest trade price</b> <i>HK\$</i>	<b>Lowest trade price</b> <i>HK\$</i>
<b>2019</b>		
April	2.26	2.05
May	2.23	1.84
June	2.29	1.85
July	2.30	2.10
August	2.21	1.76
September	2.39	1.88
October	2.25	1.96
November	2.30	2.04
December	2.19	1.95
<b>2020</b>		
January	2.08	1.88
February	2.09	1.91
March	2.03	1.97
April (up to the Latest Practicable Date)	1.95	1.81

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

**Mr. Zheng Andy Yi Sheng**

Mr. Zheng Andy Yi Sheng (“**Mr. Zheng**”), aged 59, was appointed as a Director on 29 April 2013 and re-designated as an executive Director, chairman of the Board and chief executive officer on 24 July 2013. He is also the chairman of the nomination committee and corporate governance committee of the Company. Mr. Zheng has over 20 years of experience in the packaging material industry. Since 1992, he has been the director of Shantou Xinda Colour Printing & Packaging Materials Co. Ltd. and became our Chairman since 1997. Mr. Zheng was awarded a fellowship of Asian College of Knowledge Management in 2013. Mr. Zheng is the elder brother of Mr. Zheng Minsheng, an executive director of the Company.

Save as disclosed above, Mr. Zheng does not hold any directorship in other public companies which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this circular nor was there any other information required to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rule.

As at the Latest Practicable Date, Mr. Zheng is the beneficial owner of the entire issued capital of SXD Limited, which in turn holds 450,000,000 Shares, representing approximately 64.15% of the issued share capital of the Company. Mr. Zheng is deemed or taken to be interested in all the Shares owned by SXD Limited. Save as disclosed above, Mr. Zheng 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. Save as disclosed above, Mr. Zheng is not related to any directors, senior management, or substantial or controlling shareholders of the Company, and has not held any directorship in any other listed company in the last three years.

Mr. Zheng has entered into a service agreement with the Company for a term of three years commencing from 6 December 2019 subject to the early termination provisions contained therein. Mr. Zheng is entitled to receive an annual remuneration of HK\$500,000 per annum as determined and based on duties and responsibilities for acting as a chairman and executive Director and is subject to review from time to time by the Remuneration Committee of the Company.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Fok Po Tin**

Mr. Fok Po Tin (“**Mr. Fok**”), aged 60, was appointed as an independent non-executive director on 24 July 2013. He is the member of the audit committee, remuneration committee and nomination committee of the Company. He holds a Bachelor’s degree in Business Administration with honours from the Chinese University of Hong Kong and a Bachelor’s degree in Laws from the Peking University. He also completed the Common Professional Examination in HKU School of Professional and Continuing Education in 1992. He is a practicing solicitor of the High Court of Hong Kong and is the principal of Henry Fok & Company, Solicitors. Mr. Fok has over twenty years of extensive experience as a solicitor of general practice and is very familiar with commercial law.

Save as disclosed above, Mr. Fok does not hold any directorship in other public companies which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this circular nor was there any other information required to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rule.

As at the Latest Practicable Date, Mr. Fok was interested in 400,000 Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Fok 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 and is not related to any Directors, senior management, or substantial or controlling shareholders of the Company.

There is a letter of appointment entered into between Mr. Fok and the Company on 6 December 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. He is entitled to a director emolument of HK\$120,000 per annum as determined and based on duties and responsibilities for acting as an Independent non-Executive Director and is subject to review from time to time by the Remuneration Committee of the Company.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Cai Xiaowen**

Mr. Cai Xiaowen (“**Mr. Cai**”), aged 48, was appointed as an independent non-executive director on 1 April 2020. He is the member of the audit committee and remuneration committee. Mr. Cai holds a Bachelor degree in Law from Huaqiao University. He also holds and a Master degree in Law from Southwest University of Political Science and Law and a Master of Common Law from The University of Hong Kong in 2004. Mr. Cai was also awarded a Doctor of Philosophy in Law (Legal Procedure) from Macau University of Science and Technology.

Mr. Cai was qualified as a lawyer in the People’s Republic of China. He was the Vice President and Risk Control Director of Yihua (Enterprise) Group Co., Ltd. (“**Yihua Group**”). Yihua Group is the controlling shareholder of Yihua Life Technology Co., Ltd. (Shanghai Stock Exchange Stock code: 600978) and Yihua Health Medical Co., Ltd. (Shenzhen Stock Exchange Stock Code: 000150). Currently, Mr. Cai is working as a lawyer in the PRC, an arbitrator at Shantou Arbitration Commission, the Supervisor of Master of Laws of Jinan University and a tutor at School of Political Science and Law of Guangdong University of Technology.

Save as disclosed above, Mr. Cai does not hold any directorship in other public companies which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this circular nor was there any other information required to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rule.

Mr. Cai 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 and is not related to any Directors, senior management, or substantial or controlling shareholders of the Company.

There is a letter of appointment entered into between Mr. Cai and the Company on 1 April 2020 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. He is entitled to a director emolument of HK\$120,000 per annum as determined and based on duties and responsibilities for acting as an Independent non-Executive Director and is subject to review from time to time by the Remuneration Committee of the Company.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

## 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, 209–219 Wanchai Road, Hong Kong on Friday, 29 May 2020 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 nine months ended 31 December 2019;
2. To declare a final dividend for the nine months ended 31 December 2019;
3. To re-elect directors and to authorise the board of directors to fix the directors’ remuneration;
4. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board 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, pursuant to the Rules Governing the Listing Securities of The Stock Exchange of Hong Kong Limited. (the “**Listing Rules**”) the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with ordinary shares of HK\$0.005 each in the capital of the Company (the “**Shares**”) to make and/or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into Shares, or options, similar rights to subscribe for any Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make and/or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, allotted, issued or dealt with, or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given under paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of the subscription or conversion rights attaching to any warrants, bonds, notes or any other securities issued by the Company which are convertible into Shares;
  - (iii) the exercise of options granted by the Company under any share option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on the 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 Articles of Association of the Company or any applicable law 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 ordinary resolution of the Shareholders in general meeting;

and

“**Rights Issue**”, means an offer of 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 exclusions 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 any 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 defined in paragraph (d) of this resolution) of all the powers of the Company to repurchase issued Shares on The Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution;
- (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 Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and

## NOTICE OF ANNUAL GENERAL MEETING

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

7. “**THAT** conditional upon the passing of resolutions no. 5 and no. 6 set out in the notice convening the AGM, the aggregate nominal amount of the number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in the said resolution no. 6 shall be added to the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in the said resolution no.5”

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

Hong Kong, 24 April 2020

*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 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.
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.

## NOTICE OF ANNUAL GENERAL MEETING

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, 26 May 2020 to Friday, 29 May 2020 (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 be 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, 25 May 2020.
7. The register of members of the Company will also be closed from Thursday, 11 June 2020 to Monday, 15 June 2020 (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 Wednesday, 10 June 2020.
8. 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.
9. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
10. Arrangements for coronavirus disease

Taking into account of the recent development of the epidemic caused by coronavirus disease COVID-19, the Company will implement the following prevention and control measures at the Annual General Meeting against the epidemic to protect the shareholders from the risk of infection:

- (i) Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue.
- (ii) Every shareholder or proxy is required to wear surgical face mask throughout the meeting and maintain proper distance between seats.
- (iii) No distribution of corporate gift or refreshment will be served.

Furthermore, the Board wishes to advise the Shareholders, particularly shareholders who are subject to quarantine in relation to the coronavirus disease COVID-19, not to physically attend the AGM. Shareholders may appoint any person or the chairman of the Annual General Meeting as a proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.