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**If you have sold or transferred** all your shares in **Feiyang International Holdings Group Limited**, you should at once hand this circular, together with the enclosed 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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**Feiyang International Holdings Group Limited**  
**飛揚國際控股（集團）有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 1901)**

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

A notice convening the Annual General Meeting of Feiyang International Holdings Group Limited to be held at 6/F, East Mansion, Wuyi Plaza, No. 2437 Zhongshan East Road, Ningbo City, Zhejiang, China on Wednesday, 17 June 2020 at 3:00 p.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.iflying.com](http://www.iflying.com)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting 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 Annual General Meeting (i.e. not later than 3:00 p.m. on Monday, 15 June 2020) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting if you so wish.

Reference to the time and dates in this circular are to Hong Kong time and dates.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 6/F, East Mansion, Wuyi Plaza, No. 2437 Zhongshan East Road, Ningbo City, Zhejiang, China on Wednesday, 17 June 2020 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Feiyang International Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability on 18 October 2018, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	27 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	28 June 2019, being the date of listing of Shares on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

## DEFINITIONS

“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent



**Feiyang International Holdings Group Limited**

**飛揚國際控股（集團）有限公司**

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

**(Stock code: 1901)**

*Executive Directors:*

Mr. He Binfeng (*Chairman and  
chief executive officer*)

Mr. Zhang Qinghai

Mr. Huang Yu

Mr. Wu Bin

Mr. Li Da

Mr. Chen Xiaodong

*Independent non-executive Directors:*

Mr. Li Huamin

Mr. Yi Ling

Ms. Li Chengai

*Registered Office:*

Suite #4-210, Governors Square  
23 Lime Tree Bay Avenue  
PO Box 32311  
Grand Cayman KY1-1209  
Cayman Islands

*Head Office and Principal Place of  
Business in the PRC:*

(1-140)  
30 Dashan Street, Haishu District  
Ningbo, Zhejiang  
China

*Principal Place of Business in  
Hong Kong:*

13/F, Wah Yuen Building  
149 Queen's Road Central  
Hong Kong

4 May 2020

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 17 June 2020.

## LETTER FROM THE BOARD

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. He Binfeng, Mr. Zhang Qinghai, Mr. Huang Yu, Mr. Wu Bin, Mr. Li Da and Mr. Chen Xiaodong, and the independent non-executive Directors are Mr. Li Huamin, Mr. Yi Ling and Ms. Li Chengai.

Pursuant to Article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Mr. Zhang Qinghai, Mr. Huang Yu and Ms. Li Chengai shall retire from office by rotation at the Annual General Meeting, and being eligible, will offer themselves for re-election.

The Nomination Committee held a meeting on 24 April 2020 to review the structure and composition of the Board, assess the independence of all independent non-executive Directors and consider the re-election of the retiring Directors, taking into account the qualifications, skills and experience, time commitment and contribution of the retiring Directors and with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy. Having considered the recommendation of the Nomination Committee, the Board recommends the re-election of the three Directors and considers that Ms. Li Chengai, who was appointed as an independent non-executive Director in 2019 when the Company prepared for the listing of its shares on the Stock Exchange, is still independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules and will continue to bring independent judgment and valuable advice, in particular from the legal perspective, to the Board for its efficient and effective functioning and diversity.

The biographical details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### 3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the written resolutions of the Shareholders passed on 11 June 2019, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution no. 4 of the notice of the Annual General Meeting, will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors (i.e. a maximum of 50,000,000 Shares to be repurchased by the Company on the basis that the issued share capital of the Company remains 500,000,000 Shares from the Latest Practicable Date to the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

## LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Share Repurchase Mandate is set out in Appendix II to this circular 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 at the Annual General Meeting.

#### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

Pursuant to the written resolutions of the Shareholders passed on 11 June 2019, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution no. 5 of the notice of the Annual General Meeting, will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors (i.e. a maximum of 100,000,000 Shares to be issued by the Company on the basis that the issued share capital of the Company remains 500,000,000 from the Latest Practicable Date to the date of the Annual General Meeting).

An ordinary resolution no. 6 of the notice of the Annual General Meeting will also be proposed at the Annual General Meeting to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

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

#### **5. ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND CORPORATE REPRESENTATIVE ARRANGEMENT AND CLOSURE OF MEMBERS**

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular.

Pursuant to the Listing Rules and the 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 purely relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.iflying.com](http://www.iflying.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 notarially certified copy of that power of attorney or authority at the Company's branch share registrar, 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 Annual General Meeting (i.e. not later than 3:00 p.m. on Monday, 15 June 2020) or any adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so wish, and, in such event, the form of proxy shall be deemed to be revoked.

## LETTER FROM THE BOARD

In the case of an appointment of corporate representative by a corporate shareholder (other than a Shareholder which is a Clearing House (as defined in the Articles of Association) (or its nominee(s))), a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, must be deposited at the Company's branch share registrar, 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 meeting (i.e. not later than 3:00 p.m. on Monday, 15 June 2020) or the adjourned meeting (as the case may be).

For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 12 June 2020 to Wednesday, 17 June 2020, both dates 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, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, 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, 11 June 2020.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

**Feiyang International Holdings Group Limited**

**HE Binfeng**

*Chairman, chief executive officer and executive Director*



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

**Mr. Zhang Qinghai (張青海), Executive Director**

Mr. Zhang Qinghai (張青海), aged 48, is our executive Director and chief financial officer. He was appointed as a Director on 18 October 2018 and re-designated as an executive Director on 16 January 2019. Mr. Zhang joined the Group on 3 July 2017 as a chief financial officer and the secretary to the board of directors of Feiyang International. Mr. Zhang is responsible for the corporate financial planning of the Group.

Mr. Zhang has over 20 years of experience in the accounting and finance industry. Mr. Zhang was an accountant and an assistant to financial manager in Beijing Dafa Zhengda Company Limited (北京大發正大有限公司) from July 1995 to July 1997. From July 1997 to April 2007, Mr. Zhang served as an accountant, financial manager and head of financial control in Ningbo East China BP Liquefied Petroleum Company Limited (寧波華東BP液化石油氣有限公司). From April 2007 to April 2010, Mr. Zhang served as a head of financial control in BPZR (Ningbo) LPG Co., Ltd (鎮海煉化碧辟(寧波)液化氣有限公司) (currently known as Ningbo Minggang Gas Co., Ltd (寧波明港液化氣有限公司)). From April 2010 to September 2011, Mr. Zhang served as the head of financial control of Zhejiang Longchi Group Company Limited (浙江龍馳集團有限公司). From September 2011 to May 2016, Mr. Zhang served as the head of internal control of Shanshan Group Company Limited (杉杉集團有限公司). Prior to joining the Group, Mr. Zhang served as a senior manager of financial management department in Zhengzhou Yutong Bus Co., Ltd (鄭州宇通集團有限公司) and was in charge of its internal control and financial control from June 2016 to June 2017.

Mr. Zhang obtained a bachelor's degree in agricultural economics at Henan College of Finance (河南財經學院) (currently known as Henan University of Economics and Law (河南財經政法大學)) in the PRC in July 1995. Mr. Zhang became a certified general accountant of the Chinese Institute of Certified Public Accountants in June 2001.

Mr. Zhang entered into a service agreement with the Company for a term of three years commencing from the Listing Date which may be terminated by either party giving not less than three months' written notice. Mr. Zhang is subject to retirement by rotation and re-election at the annual general meeting at least once every three years pursuant to the Articles of Association. During the year ended 31 December 2019, Mr. Zhang received an annual salary, allowance and other benefits of approximately RMB305,000. The remuneration is determined by the Board upon recommendation by the remuneration committee of the Company with reference to his duties and responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Zhang is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Huang Yu (黃宇), Executive Director**

Mr. Huang Yu (黃宇), aged 32, is our executive Director and chief technology officer. He was appointed as a Director on 18 October 2018 and re-designated as an executive Director on 16 January 2019. Mr. Huang joined the Group on 22 December 2014 as a chief technology officer. Mr. Huang is responsible for the technology system development of the Group. Mr. Huang is also a director of one of the subsidiaries of the Company, namely Zhejiang Hengyue.

Mr. Huang has over nine years of experience in the information technology industry. Prior to joining the Group, Mr. Huang served as the chief executive officer and chief technology officer of Beijing Zhimeng Chuangke Technology Limited Liability Company (北京智夢創科科技有限責任公司) from November 2011 to April 2013. From June 2013 to September 2014, Mr. Huang served as the manager of technology department and the chief technology officer of Zhejiang Marmot Network Technology Company Limited (浙江土撥鼠網絡科技有限公司).

Mr. Huang obtained a bachelor's degree in integrated circuit design and integrated system and a master's degree in computer software and theory at University of Electronic Science and Technology of China (中國電子科技大學) in July 2010 and June 2013, respectively.

Mr. Huang entered into a service agreement with the Company for a term of three years commencing from the Listing Date which may be terminated by either party giving not less than three months' written notice. Mr. Huang is subject to retirement by rotation and re-election at the annual general meeting at least once every three years pursuant to the Articles of Association. During the year ended 31 December 2019, Mr. Huang received an annual salary, allowance and other benefits of approximately RMB230,000. The remuneration is determined by the Board upon recommendation by the remuneration committee of the Company with reference to his duties and responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Huang was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Huang (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Huang is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Mr. Huang involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Ms. Li Chengai (李成艾), Independent non-executive Director**

Ms. Li Chengai (李成艾), aged 40, was appointed as an independent non-executive Director on 29 April 2019 and is a chairlady of the Audit Committee and a member of the Remuneration Committee.

From July 2005, Ms. Li served as a teacher in Zhejiang Wanli University (浙江萬里學院). In September 2012, she was promoted to associate professor at the Zhejiang Wanli University. From March 2013, she served as the deputy director of the Ningbo Audit Research Institute (寧波市審計研究所). Since December 2017, Ms. Li was engaged for a term of three years as an independent non-executive director at Medicalsystem Biotechnology Co., Ltd (美康生物科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300439). In May 2019, Ms. Li was appointed as an independent director at Ningbo Cixing Co., Ltd. (寧波慈星股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300307). In October 2019, Ms. Li was appointed as an independent director at Ningbo Vulcan Technology Company Limited (寧波伏爾肯科技股份有限公司). Ms. Li was appointed as an independent director of Feiyang International on 10 February 2017 for the purpose of preparing for the proposed listing of Feiyang International on ChiNext and she ceased to be independent director of Feiyang International on 3 August 2018.

Ms. Li graduated from Zhongnan University of Economics and Law (中南財經政法大學) in the PRC in June 2005 with a master's degree in accounting and is studying for a doctor's degree in auditing from the same university since 2015. Ms. Li became a certified general accountant of the Chinese Institute of Certified Public Accountants in December 2009.

Ms. Li entered into a letter of appointment with the Company for a fixed term of three years commencing from the Listing Date which may be terminated by either party giving not less than three months' written notice. Ms. Li is subject to retirement by rotation and re-election at the annual general meeting at least once every three years pursuant to the Articles of Association. Pursuant to the letter of appointment, Ms. Li is entitled to a director's fee of HK\$120,000 per annum. Save for the director's fee, Ms. Li is not entitled to any other remuneration.

As at the Latest Practicable Date, Ms. Li was not interested or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Li (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Ms. Li is not aware of any other matters that needs to be brought to the attention of the Shareholders nor is Ms. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

*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 Annual General Meeting in relation to the granting of the Share Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 500,000,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 50,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **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.

Repurchase of Shares may, depending on the 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 a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE REPURCHASE**

Repurchase of Shares will be funded by the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE 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 accounts 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 of the Company 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 Shares have traded on the Stock Exchange during the period from 28 June 2019 (i.e. the Listing Date) up to and including the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
June, 2019 ( <i>since the Listing Date</i> )	1.01	0.90
July, 2019	1.44	0.68
August, 2019	1.20	0.83
September, 2019	1.09	0.95
October, 2019	1.04	0.88
November, 2019	0.98	0.89
December, 2019	1.18	0.87
January, 2020	1.29	0.96
February, 2020	1.07	0.91
March, 2020	1.00	0.85
April, 2020 ( <i>up to the Latest Practicable Date</i> )	0.87	0.60

## 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) have 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 repurchase 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 as a result of a repurchase of 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. He Binfeng and his spouse, Ms. Qian Jie, being the controlling shareholders of the Company (as defined in the Listing Rules), were interested in 359,150,000 Shares, representing 71.83% of the total issued share capital of the Company. In the event that the Directors exercise in full to repurchase Shares under the Share Repurchase Mandate, the shareholding of Mr. He Binfeng and Ms. Qian Jie would be increased to approximately 79.81% of the issued share capital of the Company.

As the shareholding of Mr. He Binfeng and Ms. Qian Jie in the Company is more than 50%, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases made pursuant to the Share Repurchase Mandate. Nevertheless, the Directors have no present intention to exercise the Share Repurchase Mandate and will not effect repurchase to such an extent which would result in the Company failing to comply with Rule 8.08 of the Listing Rules which requires a public float of 25%.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



**Feiyang International Holdings Group Limited**

**飛揚國際控股（集團）有限公司**

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

**(Stock code: 1901)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Feiyang International Holdings Group Limited (the “**Company**”) will be held at 6/F, East Mansion, Wuyi Plaza, No. 2437 Zhongshan East Road, Ningbo City, Zhejiang, China on Wednesday, 17 June 2020 at 3:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2019.
2.
  - (a) To re-elect Mr. Zhang Qinghai as an executive Director;
  - (b) To re-elect Mr. Huang Yu as an executive Director;
  - (c) To re-elect Ms. Li Chengai as an independent non-executive Director; and
  - (d) To authorise the board of Directors to fix the respective Directors’ remuneration.
3. To re-appoint Ernst and Young as the auditors of the Company and to authorise the board of Directors to fix their remuneration.
4. 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 to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in



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paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes 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 laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. 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 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 during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares 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; and
  - (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,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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(c) for the purposes 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 laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in 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 may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 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 aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board

**Feiyang International Holdings Group Limited**

**HE Binfeng**

*Chairman, chief executive officer and executive Director*

Ningbo, the PRC, 4 May 2020

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. All the resolutions set out in this Notice shall be decided by poll.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
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 notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar, 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 meeting (i.e. not later than 3:00 p.m. on Monday, 15 June 2020 or the adjourned meeting (as the case may be). Completion and return 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. In the case of an appointment of corporate representative by a corporate shareholder (other than a shareholder which is a Clearing House (as defined in the Company's articles of association) (or its nominee(s))), a copy of the resolution of its directors or other governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that shareholder and notarised, must be deposited at the Company's branch share registrar, 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 meeting (i.e. not later than 3:00 p.m. on Monday, 15 June 2020) or the adjourned meeting (as the case may be).
5. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 12 June 2020 to Wednesday, 17 June 2020, both dates 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, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, 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, 11 June 2020.
6. References to time and dates in this Notice are to Hong Kong time and dates.