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

If you have sold or transferred all your shares in Huajin International Holdings Limited, you should at once hand this circular, together with the enclosed 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 the transferee.

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**HUAJIN INTERNATIONAL HOLDINGS LIMITED**

**華 津 國 際 控 股 有 限 公 司**

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

**(Stock Code: 2738)**

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

A notice convening the AGM of the Company to be held at Longchamps Room I, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Hong Kong on Tuesday, 30 June 2020 at 2:30 p.m. is set out on pages 16 to 19 of this circular. A form of proxy for use in connection with the AGM is enclosed herewith. 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.huajin-hk.com](http://www.huajin-hk.com)).

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

In view of the outbreak of coronavirus disease (Covid-19), mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our shareholders, staff and stakeholders, the Company will implement the following precautionary measures:

- **compulsory temperature checks**
- **compulsory wearing of surgical face masks throughout the meeting**
- **no distribution of corporate gifts and refreshments**

Any person who (i) does not comply with the precautionary measures; (ii) has a body temperature of over 37.4 degrees Celsius; (iii) is subject to any Hong Kong Government prescribed quarantine; or (iv) has any flu-like symptoms may be denied entry into the AGM venue. The Company recommends shareholders to monitor the development of the situation with Covid-19 and to assess, based on the social distancing policies, the necessity for attending the AGM in person. The Company encourages shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

Subject to the development of Covid-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate. The Company seeks the understanding and cooperation of all shareholders to minimize the risk of spreading Covid-19.

15 May 2020

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## DEFINITIONS

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

|                                      |   |
|--------------------------------------|---|
| <b>“Acting in Concert Agreement”</b> | the acting in concert agreement entered into by Mr. Xu and Mr. Luo on 4 January 2016  |
| <b>“AGM”</b>                         | the annual general meeting of the Company to be convened and held at Longchamps Room I, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Hong Kong on Tuesday, 30 June 2020 at 2:30 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 16 to 19 of this circular |
| <b>“Articles of Association”</b>     | the articles of association of the Company  |
| <b>“Board”</b>                       | the board of Directors  |
| <b>“BVI”</b>                         | the British Virgin Islands  |
| <b>“Companies Law”</b>               | The Companies Law of the Cayman Islands   |
| <b>“Company”</b>                     | Huajin International Holdings Limited 華津國際控股有限公司, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 2738)   |
| <b>“Controlling Shareholder(s)”</b>  | has the meaning ascribed thereto under the Listing Rules and for the purpose of this circular only, refers to Intrend Ventures, Zhong Cheng, Haiyi, Mr. Xu and Mr. Luo  |
| <b>“Director(s)”</b>                 | the director(s) of the Company  |
| <b>“Extension Mandate”</b>           | a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate   |
| <b>“Group”</b>                       | the Company and its subsidiaries  |
| <b>“Haiyi”</b>                       | Haiyi Limited (海逸有限公司), a business company incorporated under the laws of BVI with limited liability and our Controlling Shareholder, which is owned as to 87.0% by Intrend Ventures and 12.0% by Zhong Cheng, respectively   |
| <b>“Hong Kong”</b>                   | the Hong Kong Special Administrative Region of the PRC  |

## DEFINITIONS

|                                  |  |
|----------------------------------|--|
| <b>“Huajin Investments”</b>      | Huajin Investments Limited (華津投資有限公司), a limited liability company incorporated in BVI, the entire issued share capital of which is owned by our Company and is a direct wholly-owned subsidiary of our Company  |
| <b>“Inter Consortium”</b>        | Inter Consortium Holdings Limited (華滙控股有限公司), a limited liability company incorporated in Hong Kong, the entire issued shares of which is owned by Huajin Investments and is an indirect wholly-owned subsidiary of our Company  |
| <b>“Intrend Ventures”</b>        | Intrend Ventures Limited, a business company incorporated under the laws of BVI with limited liability and our Controlling Shareholder, which is wholly-owned by Mr. Xu  |
| <b>“Issue Mandate”</b>           | a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares and other securities with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution |
| <b>“Jiangmen Huajin”</b>         | 江門市華津金屬製品有限公司 (Jiangmen Huajin Metal Product Company Limited*), a limited liability company established under the laws of PRC and an indirect wholly-owned subsidiary of our Company   |
| <b>“Jiangmen Huamu”</b>          | 江門市華睦五金有限公司 (Jiangmen Huamu Metals Company Limited*), a limited liability company established under the laws of PRC and an indirect wholly-owned subsidiary of our Company   |
| <b>“Latest Practicable Date”</b> | 11 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular   |
| <b>“Listing Date”</b>            | 15 April 2016, being the date on which dealings in our Shares on the Stock Exchange commences  |
| <b>“Listing Rules”</b>           | the Rules Governing the Listing of Securities on the Stock Exchange  |
| <b>“Memorandum”</b>              | the memorandum of association of the Company   |
| <b>“Mr. Luo”</b>                 | Mr. Luo Canwen (羅燦文), our executive Director and Controlling Shareholder   |

## DEFINITIONS

|                      |  |
|----------------------|--|
| “Mr. Xu”             | Mr. Xu Songqing (許松慶), our executive Director and Controlling Shareholder  |
| “PRC”                | the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)  |
| “Repurchase Mandate” | a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares in the capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution |
| “SFC”                | the Securities and Futures Commission of Hong Kong   |
| “SFO”                | the 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   |
| “Shareholder(s)”     | holder(s) of the Share(s)  |
| “Stock Exchange”     | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”     | The Codes on Takeovers and Mergers and Share Buy-backs   |
| “Zhong Cheng”        | Zhong Cheng International Limited (中誠有限公司) (formerly known as China Reliance Limited (中誠有限公司)), a business company incorporated under the laws of BVI and wholly-owned by Mr. Luo, our Controlling Shareholder   |
| “HK\$”               | Hong Kong dollar(s), the lawful currency of Hong Kong  |
| “%”                  | per cent   |

\* for identification purpose only



**HUAJIN INTERNATIONAL HOLDINGS LIMITED**

**華 津 國 際 控 股 有 限 公 司**

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

**(Stock Code: 2738)**

*Executive Directors:*

Mr. Xu Songqing (*Chairman*)  
Mr. Luo Canwen (*Chief Executive Officer*)  
Mr. Chen Chunniu  
Mr. Xu Songman

*Non-executive Director:*

Mr. Xu Jianhong

*Independent non-executive Directors:*

Mr. Goh Choo Hwee  
Mr. Tam Yuk Sang Sammy  
Mr. Wu Chi Keung

*Registered Office:*

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

*Headquarters in the PRC:*

Xinsha Industrial Zone of Muzhou Town  
Xinhui District, Jiangmen City  
Guangdong Province  
PRC

*Principal place of business in Hong Kong:*

Room 518, Tower A  
New Mandarin Plaza  
No. 14 Science Museum Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

15 May 2020

*To the Shareholders*

Dear Sirs or Madams,

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

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the following resolutions to be proposed at the AGM relating to, among other matters, (i) the proposed grant of the Issue Mandate, Repurchase Mandate and the Extension Mandate; and (ii) the proposed re-election of retiring Directors, and to give the Shareholder the notice of AGM.

## LETTER FROM THE BOARD

### **2. GRANT OF GENERAL MANDATE TO ISSUE SHARES AND REPURCHASE SHARES**

At the AGM, the Shareholders will be asked to consider and, if thought fit, to approve the grant of the Issue Mandate to enable the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 600,000,000. Subject to the passing of the relevant resolution, the maximum number of new Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM) to be issued under the proposed Issue Mandate is 120,000,000.

Ordinary resolutions will also be proposed at the AGM for the grant of the Repurchase Mandate to enable the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the number of issued Shares as at the date of the passing of the relevant resolution and to extend the Issue Mandate by an amount representing the aggregate number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate to cover such Shares repurchased by the Company.

As at the Latest Practicable Date, the aggregate number of Shares in issue was 600,000,000. Accordingly, subject to the passing of the relevant resolutions and assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 60,000,000 Shares.

The Issue Mandate and the Repurchase Mandate will remain in effect until whichever is 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 our Company is required to be held by the Articles of Association or any applicable laws of Cayman Islands; and
- (c) the passing of an ordinary resolution of the shareholders of our Company in a general meeting revoking, varying or renewing such mandate.

The Directors wish to state that they have no immediate plan to allot and issue any new Shares.

An explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### 3. RE-ELECTION OF DIRECTORS

As at the date hereof, the Board comprises four executive Directors, namely Mr. Xu Songqing, Mr. Luo Canwen, Mr. Chen Chunniu and Mr. Xu Songman as executive Directors, one non-executive Director, namely Mr. Xu Jianhong and three independent non-executive Directors, namely Mr. Goh Choo Hwee, Mr. Tam Yuk Sang, Sammy and Mr. Wu Chi Keung.

Pursuant to Articles 84 of the Articles of Association of the Company, Mr. Xu Songman, Mr. Goh Choo Hwee (“Mr. Goh”) and Mr. Tam Yuk Sang Sammy (“Mr. Tam”) shall retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

The nomination committee of the Board (the “Nomination Committee”) has assessed and reviewed the written confirmations of independence of Mr. Goh and Mr. Tam who have offered themselves for re-election at the AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that they remain independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee has evaluated Mr. Goh and Mr. Tam based on criteria set out in the nomination policy adopted by the Company including but not limited to their character and integrity, professional qualifications, skills, knowledge, experience and willingness and ability to devote adequate time to discharge duties as members of the Board.

The Nomination Committee is also of the view that Mr. Goh and Mr. Tam will bring to the Board perspectives, skills and experience as further described in their biographies as set out in Appendix II to this circular.

Based on the Board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Goh and Mr. Tam can contribute to the diversity of the Board, in particular, with Mr. Goh’s legal and corporate governance experience and Mr. Tam’s accounting and finance experience.

Therefore, the Board, with the recommendation of the Nomination Committee, supports the re-election of Mr. Goh and Mr. Tam as independent non-executive Directors of the Company at the AGM.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the Listing Rules.

Further information about the Board’s composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the Corporate Governance Report of the Company’s annual report for the year ended 31 December 2019.



## LETTER FROM THE BOARD

### **4. ANNUAL GENERAL MEETING**

The Company will convene the AGM at 2:30 p.m. on Tuesday, 30 June 2020 at Longchamps Room I, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Hong Kong at which resolutions will be proposed for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular. The notice of the AGM is set out on pages 16 to 19 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the AGM, you are requested to complete and reply the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting. If you attend and vote at the AGM, the authority of your proxy will be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the AGM

### **5. VOTING BY WAY OF POLL**

In accordance with the requirements of Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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. As such, pursuant to Article 66 of the Articles of Association, the chairman of the AGM will demand a poll for the purpose of voting on all the resolutions set out in the notice of AGM. The Company will announce the results of the poll on all resolutions voted at the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **6. CLOSURE OF REGISTER OF MEMBERS**

In order to determine entitlement of Shareholders to the right to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 June 2020 to Tuesday, 30 June 2020, both days inclusive, during which period no share transfer will be effected. All share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrars and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 23 June 2020.

## LETTER FROM THE BOARD

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information as set out in Appendix I and Appendix II to this circular.

### 8. RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of retiring Directors are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### 9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By Order of the Board  
**HUAJIN INTERNATIONAL HOLDINGS LIMITED**  
**Xu Songqing**  
*Chairman*

This appendix serves as the explanatory statement, as required by the Listing Rules, to provide Shareholders requisite information for their consideration of the Repurchase Mandate.

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such a company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 600,000,000 Shares in issue.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate at the AGM and on the basis that no Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 Shares (representing 10% of the total number of Shares in issue as at the Latest Practicable Date).

## **3. REASON FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchase, depending on market conditions and funding arrangements at the time, may lead to an enhancement of the net asset value of the Company and its net assets and/or the earnings per share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

## **4. FUNDING OF REPURCHASE**

Any repurchase must be financed out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and any applicable laws and regulations from time to time in force of the Cayman Islands.

## **5. EXERCISE OF REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 600,000,000 Shares in issue as at the Latest Practicable Date, could accordingly result in up to 60,000,000 Shares being repurchased by our Company during the period in which the Repurchase Mandate remains in force. On the basis of the current financial position of our Group as disclosed in our 2019 annual report and taking into account the current working capital position of our Group, our Directors consider that, if the Repurchase Mandate were to be exercised in full, there might be a material adverse impact on the working capital and/or gearing position of our Group (as compared with the position disclosed in our 2019 annual report). However, our Directors do

not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Group or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Group.

## **6. SHARE PRICES**

The highest and lowest market prices per Share at which the Shares had been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

|   | <b>Shares</b>  |               |
|---|----------------|---------------|
|   | <b>Highest</b> | <b>Lowest</b> |
|   | <i>HK\$</i>    | <i>HK\$</i>   |
| <b>2019</b>                             |                |               |
| May                                     | 2.55           | 2.36          |
| June                                    | 2.38           | 2.00          |
| July                                    | 2.32           | 2.00          |
| August                                  | 2.32           | 2.00          |
| September                               | 2.44           | 2.30          |
| October                                 | 2.44           | 2.32          |
| November                                | 2.38           | 1.90          |
| December                                | 2.30           | 2.10          |
| <b>2020</b>                             |                |               |
| January                                 | 2.30           | 2.16          |
| February                                | 2.30           | 2.26          |
| March                                   | 2.28           | 1.93          |
| April                                   | 2.04           | 1.85          |
| May (up to the Latest Practicable Date) | 2.00           | 1.97          |

## **7. UNDERTAKING**

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

**8. TAKEOVERS CODE**

If as a result of a repurchase of Shares, 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. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

To the best knowledge and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, Haiyi was interested in 450,000,000 Shares representing approximately 75% of the issued Shares of the Company and Haiyi was owned as to 87.0% by Intrend Ventures and 12.0% by Zhong Cheng respectively. By virtue of the Acting in Concert Agreement, Mr. Xu and Mr. Luo and their respective holding companies, namely Intrend Ventures and Zhong Cheng, together with Haiyi are collectively considered as our Controlling Shareholders for the purpose of the Listing Rules.

On the basis that no Shares are issued or repurchased prior to the date of the AGM, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholding of Haiyi will be increased to approximately 83.33% of the issued Shares of the Company. Such increase would not give rise to an obligation on the part of Haiyi and parties acting in concert (as defined in the Takeovers Code) with it to make a mandatory offer under Rule 26 of the Takeovers Code.

Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such an extent which will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% as required by the Listing Rules.

On the basis that the issued share capital of the Company remains the same, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of its Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**10. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined under the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such resolution is approved by the Shareholders.

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

The following are the particulars of the retiring Directors proposed for re-election at the AGM:

- (1) **Mr. Xu Songman**, aged 43, was appointed as an executive Director of our Company on 18 December 2015. Mr. Xu Songman joined our Group in July 2005 and currently serves as the sales director of Jiangmen Huajin and Jiangmen Huamu. Mr. Xu Songman has been primarily responsible for the overall domestic and overseas marketing and logistics related services of our Group. Mr. Xu Songman is also a director of Inter Consortium. Prior to joining our Group, Mr. Xu Songman was involved in and managed his steel trading business in the Guangdong Province, the PRC, from 2002 to 2005. Mr. Xu Songman was engaged in the restaurant industry in the United Kingdom from 1997 to 2001. Mr. Xu Songman completed an EMBA course at Sun Yat-sen University (中山大學) located in Guangdong Province, the PRC in April 2014. Mr. Xu Songman is the younger brother of Mr. Xu and the uncle of Mr. Xu Jianhong.

Mr. Xu Songman has entered into a service contract with the Company for an initial fixed term of three years commencing from the Listing Date renewable automatically until terminated by not less than three months' notice in writing served by either party on the other expiring at the end of the initial term or any time thereafter. Mr. Xu Songman is entitled to an annual salary of HK\$250,000, subject to annual review with such increment (if any) and, subject to the absolute discretion of the Board, a discretionary bonus as may be recommended by the remuneration committee and approved by the Board with reference to his duties and contributions. For the year ended 31 December 2019, Mr. Xu Songman received his annual salary of HK\$250,000 in his capacity as executive Director.

As at the Latest Practicable Date, Mr. Xu Songman does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xu Songman (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date; (ii) does not hold any other positions with the Company or its subsidiaries and (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

- (2) **Mr. Goh Choo Hwee (吳慈飛) ("Mr. Goh")**, aged 48, was appointed as an independent non-executive Director of our Company on 23 March 2016. Mr. Goh is also a member of each of the audit, remuneration and nomination committees of the Company. Mr. Goh is a practising solicitor in Hong Kong and currently a partner at Ma Tang & Co., a law firm in Hong Kong. He graduated from The University of Hong Kong with Postgraduate Certificate in Laws in June 1995.

Mr. Goh is currently an independent non-executive director of China Ever Grand Financial Leasing Group Co., Ltd. (stock code: 379) and Tsui Wah Holdings Limited (stock code: 1314), both companies listed on the Main Board of the Stock Exchange. Mr. Goh has served as a joint company secretary and authorised representative of Xinhua News Media Holdings Limited (stock code: 309), a company listed on the Main Board of the Stock Exchange, from December 2013 to November 2018.

Mr. Goh has signed a letter of appointment with the Company with effect from 23 March 2016 subject to retirement by rotation and re-election at annual general meetings of our Company and until terminated by not less than three months' notice in writing served by either the Company or the relevant Director. Mr. Goh is entitled to a Director's fee of HK\$200,000 per annum which is determined with reference to the Director's duties and responsibilities in the Company and the remuneration for directors of comparable listed companies. For the year ended 31 December 2019, Mr. Goh received his Director's fee of HK\$200,000 in his capacity as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Goh does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Goh (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date; (ii) does not hold any other positions with the Company or its subsidiaries and (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

- (3) **Mr. Tam Yuk Sang Sammy (譚旭生) ("Mr. Tam")**, aged 56, was appointed as an independent non-executive Director of our Company on 23 March 2016. Mr. Tam is also the chairman of the remuneration committee and a member of each of the audit and nomination committees of the Company. Mr. Tam has over 30 years experience in accounting, auditing and finance. Mr. Tam is currently the president of Essentack Limited, a corporate strategy and management advisory company. Mr. Tam graduated from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a professional diploma in accountancy in November 1986, and from the University of London with a Master of Science degree in Professional Accountancy in August 2018. Mr. Tam is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Mr. Tam is currently an independent non-executive director of China Internet Investment Finance Holdings Limited (previously known as Opes Asia Development Limited) (stock code: 810) which is listed on the Main Board of the Stock Exchange. Mr. Tam was also an independent non-executive director of KEE Holdings Company Limited (stock code: 2011), which is listed on the Main Board of the Stock Exchange, from August 2010 to February 2016.



Mr. Tam has signed a letter of appointment with the Company with effect from 23 March 2016 subject to retirement by rotation and re-election at annual general meetings of our Company and until terminated by not less than three months' notice in writing served by either the Company or the relevant Director. Mr. Tam is entitled to a Director's fee of HK\$200,000 per annum which is determined with reference to the Director's duties and responsibilities in the Company and the remuneration for directors of comparable listed companies. For the year ended 31 December 2019, Mr. Tam received his Director's fee of HK\$200,000 in his capacity as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Tam does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tam (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date; (ii) does not hold any other positions with the Company or its subsidiaries and (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

## **GENERAL**

Each of our executive Directors is entitled to such discretionary management bonus by reference to the audited consolidated profit of our Group before taxation and extraordinary items as our Board and the remuneration committee of our Company may approve, provided that the relevant executive Director shall abstain from voting and not be counted in the quorum in respect of any resolution of our Board approving the amount of annual salary, management bonus and other benefits payable to them. For the year ended 31 December 2019, there was no discretionary management bonus paid or payable to the executive Directors.

None of the above retiring Directors have any other information which is required to be disclosed under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

## NOTICE OF ANNUAL GENERAL MEETING



### HUAJIN INTERNATIONAL HOLDINGS LIMITED

### 華 津 國 際 控 股 有 限 公 司

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

**(Stock Code: 2738)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Huajin International Holdings Limited (the “**Company**”) will be held at Longchamps Room I, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Hong Kong on Tuesday, 30 June 2020 at 2:30 p.m. to consider and, if thought fit, transact the following ordinary businesses:

1. To consider and adopt the audited consolidated financial statements, the reports of the directors (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2019.
2.
  - (a) To re-elect Mr. Xu Songman as an executive Director of the Company;
  - (b) To re-elect Mr. Goh Choo Hwee as an independent non-executive Director of the Company;
  - (c) To re-elect Mr. Tam Yuk Sang Sammy as an independent non-executive Director of the Company; and
  - (d) To authorise the Board to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the Company’s auditor and authorize the Board to fix the remuneration of the auditor.

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

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share of the Company (the “**Shares**”) and securities convertible into such Shares or warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options (including but not limited to bonds, warrants,

## NOTICE OF ANNUAL GENERAL MEETING

debentures, notes convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (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 or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted from time to time by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles of Association**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
  - (i) 20 percent of the number of issued Shares on the date of the passing of this resolution; and
  - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 percent of the number of issued Shares on the date of the passing of this resolution),

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

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association 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 to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares or offer or issue of options, warrants or other securities giving the rights to subscribe for Shares open for a period fixed by the Board to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of such Shares (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, or in any territory outside Hong Kong, or the expense or delay that may be incurred in the determination of any such restrictions or obligations).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase Shares on the Stock Exchange, or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Future Commission of Hong Kong (“**SFC**”) and the Stock Exchange for this purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the authority granted pursuant to paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be purchased by the Company pursuant to the authority granted pursuant to paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares adjusted accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association 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 to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meetings.

6. “**THAT** conditional on the passing of resolutions set out in the notice convening this meeting as resolutions numbered 4 and 5, the general mandate granted to the Directors of the Company pursuant to the approval granted under the resolution set out in the notice convening this meeting as resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to or in accordance with such general mandate an amount representing the aggregate nominal amount of the share capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the Company of the powers of the Company to repurchase such Shares pursuant to or in accordance with the authority granted under the resolution set out in the notice convening this meeting as resolution numbered 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board  
**HUAJIN INTERNATIONAL HOLDINGS LIMITED**  
**Xu Songqing**  
*Chairman*

Hong Kong, 15 May 2020

*Registered Office:*

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

*Principal place of business in Hong Kong:*

Room 518, Tower A  
New Mandarin Plaza  
No. 14 Science Museum Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more Shares, one or more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto in the meeting, but if more than one of such joint holders be present at any 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 holders, 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.
3. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-104, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, at least 48 hours before the time for holding the above meeting.
4. The register of members of the Company will be closed from Wednesday, 24 June 2020 to Tuesday, 30 June 2020 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on Tuesday, 23 June 2020 for registration.
5. In relation to proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules.
6. In relation to proposed resolution numbered 5 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of the Company dated 15 May 2020.
7. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the above meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. In the event that a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at any time after 11:30 a.m. on the date of the annual general meeting, the annual general meeting will be adjourned until further notice.

Further announcement notifying Shareholders of details (including the date, time and venue) of the adjourned meeting will be posted on the websites of the Stock Exchange and the Company.

If a black rainstorm warning signal or tropical cyclone warning signal number 8 or above is cancelled at or before 11:00 a.m. on the date of the annual general meeting, and where conditions permit, the annual general meeting will be held as scheduled.