
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 to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huasheng International Holding Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the 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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Huasheng International Holding Limited

華盛國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1323)

**PROPOSALS FOR
(1) GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
AND EXTEND GENERAL MANDATE TO ISSUE SHARES,
(2) RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Huasheng International Holding Limited to be held at The Function Room 3, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Friday, 7 August 2020 at 11 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying proxy form, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

The Chinese translation of this circular is for reference only, and in case of any inconsistency, the English version shall prevail.

7 July 2020

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at The Function Room 3, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Friday, 7 August 2020 at 11 a.m., notice of which is set out on pages AGM-1 to AGM-5 of this circular and any adjournment thereof;
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Board”	the board of Directors from time to time;
“close associate(s)” or “core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Huasheng International Holding Limited, a company incorporated in the Cayman Islands with limited liability and the issued 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 all of its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of PRC;
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders;
“Latest Practicable Date”	30 June 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of PRC and Taiwan;
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to a maximum of 10% of the number of issued Shares as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“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 Buybacks approved by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



Huasheng International Holding Limited

華盛國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1323)

Executive Directors:

Mr. Wong Wai Sing

(Chairman and Chief Executive Officer)

Mr. Chan Kin Lung

Mr. Wong Jeffrey

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Kwok Kam Tim

Mr. Tso Ping Cheong, Brian

Principal place of business

in Hong Kong:

Suites 2804-07, 28/F.

Shui On Centre

6-8 Harbour Road

Wanchai, Hong Kong

7 July 2020

To the Shareholders and, for information only, holder(s) of the outstanding convertible bonds

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
AND EXTEND GENERAL MANDATE TO ISSUE SHARES,
(2) RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (1) the granting of the Issue Mandate and the Repurchase Mandate and extend general mandate to issue Shares; and (2) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 30 August 2019, the Directors were granted a general mandate which will lapse at the conclusion of the AGM. The Directors therefore propose to seek your approval of the ordinary resolutions to be proposed at the AGM to grant the Issue Mandate and the Repurchase Mandate.

Issue Mandate

At the AGM, an ordinary resolution as set out in resolution no. 4 will be proposed such that the Directors be given an unconditional Issue Mandate to allot, issue and deal with unissued Shares or underlying shares of the Company or make or grant offers, agreements or options which might require the exercise of such power, of an aggregate number of Shares of up to 20% of the aggregate number of the issued Shares as at the date of granting of the Issue Mandate.

As at the Latest Practicable Date, the number of issued Shares comprised 3,303,060,558 fully paid-up Shares. If there is no allotment or repurchase of the Shares between the Latest Practicable Date and date of the AGM, the Issue Mandate shall empower the Directors to issue and deal with not more than 660,612,111 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution as set out in resolution no. 5 will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate number of Shares of up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution no. 5 for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 330,306,055 Shares.

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

GENERAL EXTENSION MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate number of Shares, which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of number of Shares representing the aggregate number of Shares that repurchased by the Company pursuant to the Repurchase Mandate, provided that such extended number of Shares shall not exceed 10% of the aggregate of the total number of the issued Shares on the date of passing the resolution approving the Issue Mandate.

RE-ELECTION OF DIRECTORS

In accordance with article 84 of the Articles of Association, Mr. Chan Kin Lung (“**Mr. Chan**”) and Mr. Kwok Kam Tim (“**Mr. Kwok**”) shall retire from office by rotation. Mr. Chan and Mr. Kwok being eligible, will offer themselves for re-elections, and ordinary resolution as set out in resolution no. 2 will be put forward to the Shareholders at the AGM.

Mr. Kwok has confirmed his independence with reference to Rule 3.13 of the Listing Rules. The nomination committee of the Company has recommended the re-election of Mr. Kwok having regard to the board diversity policy of the Company and his own experience, expertise and knowledge that would make contribution to the Company. The Board, taking into account his past contributions to the Company and the individual attributes enhancing the Board’s diversity and optimal composition, accepted the recommendations from the nomination committee of the Company and recommend to the Shareholders the proposed re-election of Mr. Kwok at the AGM.

Particulars of each of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at The Function Room 3, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Friday, 7 August 2020 at 11 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A proxy form for use at the AGM is enclosed with this circular. Such proxy form is also published on the websites of the Stock Exchange at (www.hkexnews.hk) and the Company (www.huashengih.com).

Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. on or before 11:00 a.m. on 5 August 2020) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward 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 in accordance with Rule 13.39 of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 4 August 2020 to Friday, 7 August 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 August 2020.

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.

RECOMMENDATION

The Directors consider that (1) the granting of the Issue Mandate and the Repurchase Mandate and extend general mandate to issue Shares; and (2) the re-election of Directors as set out in the notice of AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of such resolutions at the AGM.

Yours faithfully,
By Order of the Board
Huasheng International Holding Limited
Wong Wai Sing
Chairman and Executive Director

This Appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

THE REPURCHASE MANDATE

As at the Latest Practicable Date, the number of issued Shares comprised of 3,303,060,558 fully paid Shares.

Subject to the passing of the resolution for the approval of the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 330,306,055 fully paid Shares, representing 10% of the expected number of issued Shares as at the date of passing the resolution.

REASONS FOR THE REPURCHASE MANDATE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its own shares on the Stock Exchange. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets 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 as a whole.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. Pursuant to the Repurchase Mandate, repurchases will be made out of internal funds legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the applicable laws of the Cayman Islands, out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. The Company may not repurchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2020, being the date of the latest published audited consolidated financial statements of the Company. The Directors do not, however, intend to make any repurchase to such extent as would, in the circumstances, that would have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors or any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

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 of voting rights for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, 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.

APPENDIX I

EXPLANATORY STATEMENT

As at the Latest Practicable Date, as known by the Directors so far, the following Shareholders are interested in 10% or more of the issued Shares:

Name of Shareholder	Nature of interest	Number of Shares held (Note 1)	Approximate percentage of shareholding if the Repurchase	Mandate is exercise in full on the date of the AGM
			Approximate percentage of existing shareholding	(Note 3)
Mr. Wong Wai Sing ("Mr. Wong") (Note 2)	Beneficial owner	22,694,000 (L)	14.58%	16.20%
	Interest of a controlled corporation	458,806,000 (L)		

Notes:

1. (L) denotes the long position held in the Shares.
2. Mr. Wong holds 22,694,000 Shares in personal capacity. He also beneficially owns the entire equity interest in Twin Star Global Limited, which is interested in 458,806,000 Shares. Accordingly, Mr. Wong is deemed to be interested in such 458,806,000 Shares held by Twin Star Global Limited.
3. As at the Latest Practicable Date, the number of Shares is 3,303,060,558.

On the basis that no further Shares are issued or repurchased prior to the AGM, in the event that the Directors exercise in full the Repurchase Mandate on the date of the AGM, the interests of the above mentioned Shareholders would be increased to such percentages as shown in the last column above.

Saved as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders or any other persons obliged to make a mandatory general offer under the Takeovers Code.

SHARES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any 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 were traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
June	0.600	0.530
July	0.560	0.500
August	0.540	0.500
September	0.590	0.490
October	0.550	0.495
November	0.550	0.500
December	0.540	0.495
2020		
January	0.590	0.530
February	0.580	0.540
March	0.580	0.520
April	0.580	0.530
May	0.640	0.560
June (to the Latest Practicable Date)	0.630	0.570

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

1. MR. CHAN KIN LUNG (“MR. CHAN”)

Mr. Chan, aged 51, joined the Company in October 2013 as an executive Director and is the Chief Investment Officer of the Company. Mr. Chan holds a bachelor’s degree of Management of the Economy[#] (經濟管理) from the Air Force Engineering University of People’s Liberation Army, the PRC[#] (中國人民解放軍空軍工程大學) and holds a diploma of Senior Energy Valuer[#] (能源審計評估師 (高級)) from the Ministry of Human Resources and Social Security of the PRC[#] (中華人民共和國人力資源和社會保障部). Mr. Chan has extensive experience in the coal mining industry (being both open-pits and undergrounds), exploration, exploitation, production in the Xinjiang Uyghur Autonomous Region, the PRC and the Guizhou Province, the PRC. Mr. Chan also has over 15 years of experience in corporate management. Mr. Chan adopted a proactive management approach and delivered outstanding performances in various areas, specifically in the area of corporate managements.

As at 31 March 2020, Mr. Chan is interested in 10,000,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan has entered into a letter of appointment with the Company with effect from 1 January 2016 and to be continued thereafter until terminated by either party giving not less than one (1) month’s written notice, and is subject to the retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association. Mr. Chan shall be entitled to a monthly director’s fee of HK\$10,000 (on a 12-month per annum basis) and a monthly salary of HK\$70,000 (on a 12-month per annum basis) plus discretionary bonus, which is determined with reference to the prevailing market conditions, the Company’s performance and his time, effort and expertise to be exercised on the Group’s affairs.

Save as disclosed herein and as at the date hereof, Mr. Chan does not (i) have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) hold any other position with the Company or other members of the Group; (iv) have any other major appointments and professional qualifications; (v) have any interests in the Shares within the meaning of the SFO; and (vi) have any other matters that need to be brought to the attention of the Shareholders nor has any other information that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

[#] *The English translation of Chinese names or words above, where indicated, are indicated for information purpose only and should not be regarded as official English translation names of such Chinese names or words.*

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

2. MR. KWOK KAM TIM (“MR. KWOK”)

Mr. Kwok Kam Tim, aged 43, joined the Company in April 2012 as an independent non-executive Director. Mr. Kwok is currently the Chairman of each of the Audit Committee and the Remuneration Committee of the Company, and a member of the Nomination Committee of the Company. Mr. Kwok is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Mr. Kwok holds a Bachelor of Engineering degree from the Hong Kong University of Science and Technology, a Bachelor of Arts degree in Accountancy and a Master degree in Corporate Governance from the Hong Kong Polytechnic University. He had worked in an international accounting firm and has over 18 years of experience in accounting, auditing and financial management.

Mr. Kwok is currently a financial controller of Silk Road Logistics Holdings Limited (stock code: 988), a company listed on the Main Board of the Stock Exchange.

Mr. Kwok has entered into a letter of appointment with the Company with effect from 1 January 2020 for a term of two (2) years unless terminated by either party giving not less than one (1) month’s written notice, and is subject to the retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association. Mr. Kwok shall be entitled to a monthly director’s fee of HK\$18,000, which is determined with reference to the prevailing market conditions, the Company’s performance and his time, effort and expertise to be exercised on the Group’s affairs.

Save as disclosed herein and as at the date hereof, Mr. Kwok does not (i) have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) hold any other position with the Company or other members of the Group; (iv) have any other major appointments and professional qualifications; (v) have any interests in the Shares within the meaning of the SFO; and (vi) have any other matters that need to be brought to the attention of the Shareholders nor has any other information that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF AGM



Huasheng International Holding Limited

華盛國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1323)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Huasheng International Holding Limited (the “**Company**”) will be held at The Function Room 3, 2/F, the Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Friday, 7 August 2020 at 11 a.m. (or any adjournment thereof) to transact the following ordinary business:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 March 2020;
2. To re-elect retiring Directors and to authorise the board of Directors (the “**Board**”) to fix their remuneration;
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration;
4. To consider as special business and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, 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 during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with unissued shares (the “**Shares**”) of the Company (or securities convertible or exchangeable into Shares, or options, warrants or similar rights to subscribe for any shares), and/or to make or grant offers, agreements and options, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the grant or exercise of any options granted under the existing share option scheme of the Company or any other option scheme, or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (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 memorandum and articles of association (the “**Articles**”) 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 20 per cent of the aggregate number of Shares in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes 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 or any other applicable laws including, without limitation, laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

NOTICE OF AGM

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

5. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the Shares (or securities convertible into the Shares) on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as herein after defined) shall not exceed 10 per cent of the aggregate number of Shares in issue as at the date of the passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes 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 or any other applicable laws including, without limitation, laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF AGM

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

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 set out in this notice of AGM, the authority granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted by the Directors pursuant to resolution numbered 4 a number representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such number shall not exceed 10% of the aggregate number of Shares in issue at the date of passing of this resolution.”

By Order of the Board
Huasheng International Holding Limited
Wong Wai Sing
Chairman and Executive Director

Hong Kong, 7 July 2020

Registered Office:

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

Principal place of business

in Hong Kong:
Suites 2804-07, 28/F.
Shui On Centre
6-8 Harbour Road
Wanchai, Hong Kong

NOTICE OF AGM

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she so wish.
3. Whether or not you intend to attend the meeting in person, all members are urged to complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting if they so wish.
4. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the AGM.
5. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
6. The register of members of the Company will be closed from Tuesday, 4 August 2020 to Friday, 7 August 2020, both days inclusive, during such period no transfer of Shares will be registered. In order to determine the identity of members who are entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 August 2020.