
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,
(3) REFRESHMENT OF SCHEME MANDATE LIMIT,
(4) PAYMENT OF FINAL DIVIDEND OUT OF
SHARE PREMIUM ACCOUNT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Huasheng International Holding Limited to be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 13 August 2021 at 11 a.m. is set out on pages AGM-1 to AGM-6 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 (i.e. on or before 11:00 a.m. on 11 August 2021) 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.

14 July 2021

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing development of coronavirus epidemic and recent requirements for prevention and control of its spread by the Hong Kong Government, the Company strongly encourages Shareholders not to attend the AGM in person and the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person. Shareholders are reminded that physical attendance at the AGM is not necessary for the purpose of exercising the voting rights. Shareholders who choose to do so should take action as soon as possible to ensure the proxy instructions reach our share registrar not less than 48 hours before the time fixed for holding the AGM.

In view of the outbreak of COVID-19 virus, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue and anyone with a body temperature higher than 37.4 degree Celsius may be denied entry into the venue;
- every Shareholder or proxy is mandatorily required to use of surgical face masks during their attendance of the AGM; and
- no distribution of corporate gifts and no refreshments will be served.

Shareholders are in any event asked (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment; (b) to follow any requirements or guidelines of the Hong Kong Government relating to COVID-19 in deciding whether or not to attend the AGM; and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

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 Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 13 August 2021 at 11 a.m., notice of which is set out on pages AGM-1 to AGM-6 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;
“Eligible Participant(s)”	(a) any full-time or part-time employee of the Company and/or any subsidiary of the Company; (b) any director (including executive, non-executive and independent non-executive director) of the Company and/or any subsidiary of the Company; and

DEFINITIONS

	(c) any consultant or adviser (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), distributor, contractor, supplier, service provider, agent, customer and business partner of the Company and/or any subsidiary of the Company who, at the sole determination of the Board, have contributed or will contribute to the Company and/or any subsidiary 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”	7 July 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Option”	a right to subscribe for Shares on terms determined by the Board and granted pursuant to the terms of the Share Option Scheme;
“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;

DEFINITIONS

“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all share options be granted under the Share Option Scheme and any other share option schemes of the Group must not, in aggregate, exceed 10% of the issued number of Shares as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit 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);
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 26 February 2015;
“Share Premium Account”	the share premium account of the Company;
“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

Independent Non-executive Directors:

Mr. Kwok Kam Tim
Mr. Tso Ping Cheong, Brian
Mr. Li Kwok Tai, James

Registered office:

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

*Principal place of business
in Hong Kong:*

Suites 2301-03, 23/F
Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

14 July 2021

To the Shareholders,

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,
(3) REFRESHMENT OF SCHEME MANDATE LIMIT,
(4) PAYMENT OF FINAL DIVIDEND OUT OF
SHARE PREMIUM ACCOUNT
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; (2) the re-election of Directors; (3) refreshment of scheme mandate limit; and (4) payment of final dividend out of share premium account.

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 7 August 2020, 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. 5 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 3,499,098,293 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 699,819,658 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution as set out in resolution no. 6 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. 6 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 349,909,829 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. Wong Jeffrey and Mr. Tso Ping Cheong, Brian (“**Mr. Tso**”) shall retire from office by rotation. Mr. Wong Jeffrey and Mr. Tso being eligible, will offer themselves for re-elections, and ordinary resolution as set out in resolution no. 3 will be put forward to the Shareholders at the AGM.

Mr. Li Kwok Tai, James (“**Mr. Li**”) was appointed as an independent non-executive Director on 21 September 2020. Pursuant to article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company and shall then be eligible for re-election. As such, Mr. Li shall hold office until the AGM and, being eligible, will offer himself for re-election, and ordinary resolution as set out in resolution no. 3 will be put forward to the Shareholders at the AGM.

Mr. Tso and Mr. Li have confirmed each of their independence with reference to Rule 3.13 of the Listing Rules. The nomination committee of the Company has recommended the re-election of the above retiring Directors, including Mr. Tso and Mr. Li, having regard to the board diversity policy of the Company and each of their own experience, expertise and knowledge that would make contribution to the Company. Mr. Tso and Mr. Li, being members of the nomination committee of the Company, abstained from voting at the meeting when their respective re-election was being considered. The Board, taking into account each of their 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 the above retiring Directors at the AGM. Each of the above retiring Directors abstained from voting at the Board meeting regarding their respective re-election.

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

LETTER FROM THE BOARD

REFRESHMENT OF SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme on 26 February 2015. The Board proposes to seek the approval of the Shareholders to refresh the Scheme Mandate Limit. Under the existing limit of the Share Option Scheme, the Directors were authorised to grant options to subscribe for up to 234,753,320 Shares, representing 10% of the issued number of Shares as at the date of the annual general meeting of the Company held on 26 September 2016 and representing approximately 6.71% of the Shares in issue as at the Latest Practicable Date. The Scheme Mandate Limit was refreshed once at the annual general meeting of the Company held on 26 September 2016 (“**2016 AGM**”) since the date of adoption.

As at the date of 2016 AGM, 52,900,000 Options were outstanding. After refreshment of the scheme mandate limit as approved by the Shareholders at 2016 AGM, 46,600,000 Options were exercised, 6,300,000 Options were lapsed, no Options were cancelled, and no further Options were granted under the Share Option Scheme. As at the Latest Practicable Date, there were no Options remain outstanding and the Company has not adopted any share option schemes other than the Share Option Scheme.

The purpose of the Share Option Scheme is to enable the Company to grant Options to Eligible Participants as incentives or rewards for their contribution to the growth of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the Eligible Participants. The Directors consider that it is in the best interest of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit to provide the Company with more flexibility in granting Options to the Eligible Participants.

As at the Latest Practicable Date, the number of issued Shares comprised 3,499,098,293 fully paid-up Shares. Upon the approval of the refreshment of the Scheme Mandate Limit, the Directors will be authorised to grant Options to subscribe for a total of 349,909,829 Shares, representing 10% of the total number of Shares in issue as the date of the AGM assuming there is no allotment or repurchase of the Shares between the Latest Practicable Date and date of the AGM.

As at the Latest Practicable Date, the Company had no concrete plan or intention to grant any Options immediately after obtaining the Shareholders’ approval for the proposed refreshment. However, the Board does not rule out the possibility that the Company will grant any Options in future when such need arise in order to incentivize the respective Eligible Participants. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

LETTER FROM THE BOARD

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit not exceeding 10% of the number of Shares in issue as at the date of approval by the Shareholders.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, any Shares, representing 10% of the total number of Shares in issue as at the date of the AGM, but in any event the Company shall comply with the Rule 17.03(3) that the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the Shares of the Company (or the subsidiary) in issue from time to time. No options may be granted under any schemes of the Company (or the subsidiary) if this will result in the limit being exceeded.

PROPOSED PAYMENT OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

As mentioned in the annual results announcement of the Company dated 23 June 2021, the Board recommended the payment of a final dividend of HK0.3 cents per Share for the year ended 31 March 2021. Subject to the fulfilment of the conditions set out in the paragraph headed “Conditions of the Payment of Final Dividend out of Share Premium Account” below, the final dividend is payable on or about Friday, 24 September 2021 to the Shareholders whose names appear on the register of members of the Company as at close of business on Monday, 23 August 2021, being the record date for determination of entitlement to the final dividend.

As at 31 March 2021, based on the audited consolidated financial statements of the Group, the Company’s reserves available for distribution to the Shareholders comprise of the Share Premium Account and accumulated losses which in aggregate amounted to approximately HK\$742 million. Following the payment of the final dividend amounting to approximately HK\$10 million on the basis of 3,499,098,293 Shares in issue as at the Latest Practicable Date, there will be a remaining balance of approximately HK\$732 million standing to the credit of the Share Premium Account.

LETTER FROM THE BOARD

Under section 34(2) of the Cayman Islands Companies Law, the share premium account may be applied by a company in paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the payment of the proposed final dividend out of the Share Premium Account, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the final dividend is proposed to be paid. The final dividend is intended to be entirely paid out of the Share Premium Account pursuant to article 134 of the Articles of Association and in accordance with the Cayman Islands Companies Law.

Conditions of the Payment of the Final Dividend out of the Share Premium Account

The payment of the final dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders approving the declaration and payment of the final dividend out of the Share Premium Account pursuant to the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the final dividend are paid, unable to pay its liabilities as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If such conditions are not satisfied, the final dividend will not be paid.

Reasons for Payment of the Final Dividend out of the Share Premium Account

The Board considers that payment of the final dividend out of the Share Premium Account can better utilise the idle balance maintained at the Share Premium Account. The Board believes that the use of approximately HK\$10 million from the Share Premium Account for the payment of the final dividend is beneficial to the Company and the Shareholders as a whole.

Effect of the Payment of the Final Dividend out of the Share Premium Account

The implementation of the payment of the final dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares.

LETTER FROM THE BOARD

Save for the immaterial expenses incurred as a result of the payment of the final dividend, the Directors consider that the payment of the final dividend out of the Share Premium Account will not have any material adverse effect on the financial position of the Group.

AGM

A notice convening the AGM to be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 13 August 2021 at 11 a.m. is set out on pages AGM-1 to AGM-6 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 11 August 2021) 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.

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.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for the following periods:

- (a) For the purpose of determining members who are entitled to attend and vote at the forthcoming AGM to be held on Friday, 13 August 2021, the register of members of the Company will be closed from Tuesday, 10 August 2021 to Friday, 13 August 2021, both

LETTER FROM THE BOARD

days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting 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, 9 August 2021.

- (b) For the purpose of determining members who qualify for the final dividend, the register of members of the Company will be closed on Thursday, 19 August 2021 to Monday, 23 August 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the final dividend, 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 Wednesday, 18 August 2021.

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; (2) the re-election of Directors; (3) refreshment of scheme mandate limit; and (4) payment of final dividend out of share premium account 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 Jeffrey

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 3,499,098,293 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 349,909,829 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 2021, 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 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.

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 existing shareholding (Note 3)	Approximate percentage of shareholding if the Repurchase Mandate is exercise in full on the date of the AGM
Mr. Wong Wai Sing ("Mr. Wong") (Note 2)	Beneficial owner Interest of a controlled corporation	22,694,000 (L) 458,806,000 (L)	13.76%	15.29%
Mr. Zhou Feng Tang	Beneficial owner	320,000,000 (L)	9.15%	10.16%

Notes:

- (L) denotes the long position held in the Shares.
- 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.
- As at the Latest Practicable Date, the number of Shares is 3,499,098,293.

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>
2020		
July	0.80	0.57
August	0.85	0.74
September	0.84	0.61
October	0.80	0.76
November	0.84	0.75
December	0.83	0.77
2021		
January	0.84	0.78
February	0.85	0.76
March	0.83	0.80
April	0.91	0.81
May	0.87	0.83
June	1.03	0.84
July (to the Latest Practicable Date)	1.15	0.99

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. WONG JEFFREY

Mr. Wong Jeffrey, aged 34, was appointed as an executive Director in September 2015 and the Chief Operating Officer of the Company in September 2016. He has taken up the management role as a director of a number of subsidiaries of the Company. He joined the Group in July 2013 as the chairman assistant and was subsequently promoted to the project coordinator and the senior project officer of Bright Rising Enterprise Limited, a wholly-owned subsidiary of the Company, in July 2014 and January 2015 respectively.

Mr. Wong Jeffrey obtained a Bachelor degree of Applied Science (Laboratory Medicine) from the Royal Melbourne Institute of Technology University in Australia in 2008 and a Master degree of Business Administration (International) from the Deakin University in Australia in 2013. Mr. Wong Jeffrey is also a member of the Hong Kong Institute of Directors and a member of the Hong Kong Concrete Institute. Prior to joining the Group, Mr. Wong Jeffrey worked as medical scientist in various hospitals in Australia from February 2007 to June 2013.

Mr. Wong Jeffrey has entered into a letter of appointment with the Company with effect from 1 September 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. Wong Jeffrey shall be entitled to a monthly director's fee of HK\$10,000 (on a 13-month per annum basis) and a monthly basic salaries of HK\$86,000 (on a 13-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. Wong Jeffrey does not (i) have any relationship with any Directors, senior management or substantial or controlling Shareholders; (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.

2. MR. TSO PING CHEONG, BRIAN (“MR. TSO”)

Mr. Tso, aged 41, joined the Company in February 2015 as an independent non-executive Director. Mr. Tso is currently the Chairman of the Nomination Committee of the Company, and a member of each of the Audit Committee and Remuneration Committee of the Company. He graduated from the Hong Kong Polytechnic University in Hong Kong, with a bachelor’s degree of arts in accountancy in November 2003 and obtained a master degree of corporate governance from the Hong Kong Polytechnic University in October 2013. Mr. Tso has over 17 years of experience in accounting and financial management. From September 2003 to July 2007 and August 2007 to November 2008, Mr. Tso worked at Ernst & Young Hong Kong office and Ernst & Young Shenzhen office, a multinational accounting firm, respectively, with the last position as manager. Mr. Tso is currently a fellow member of each of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries.

Since January 2013, Mr. Tso has been the sole proprietor of Teton CPA Company, an accounting firm. Mr. Tso is currently an independent non-executive director of each of Shenglong Splendecor International Limited (stock code: 8481), Guru Online (Holdings) Limited (stock code: 8121), EFT Solutions Holdings Limited (stock code: 8062) and Maxicity Holdings Limited (stock code: 8216), all companies listed on the GEM of the Stock Exchange. Mr. Tso was an independent non-executive director of Larry Jewelry International Company Limited (stock code: 8351), a company listed on the GEM of the Stock Exchange, from October 2014 to September 2019.

Mr. Tso 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. Tso shall be entitled to a monthly director’s fee of HK\$16,500, 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. Tso does not (i) have any relationship with any Directors, senior management or substantial or controlling Shareholders; (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.

3. MR. LI KWOK TAI, JAMES (“MR. LI”)

Mr. Li, aged 53, joined the Company in September 2020 as an independent non-executive Director. Mr. Li is currently the member of each of the Nomination Committee, the Audit Committee and Remuneration Committee of the Company. Mr. Li obtained a Bachelor’s degree in Engineering (with honours) at the University of Liverpool in the United Kingdom, a Master’s degree in Science at the Victoria University of Manchester (currently known as the University of Manchester) in the United Kingdom and a Bachelor’s degree in Laws at the University of London in the United Kingdom. Mr. Li is a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He has over 21 years of experience in investment banking and corporate finance and has extensive knowledge in accounting and finance.

Mr. Li is currently the managing director of the investment banking department of Shanggu Securities Limited and an independent non-executive director of C&D Property Management Group Co., Ltd (stock code: 2156), a company listed on the Main Board of the Stock Exchange.

Mr. Li has entered into a letter of appointment with the Company with effect from 21 September 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. Li shall be entitled to a monthly director’s fee of HK\$12,000, 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. Li does not (i) have any relationship with any Directors, senior management or substantial or controlling Shareholders; (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 Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 13 August 2021 at 11 a.m. (or any adjournment thereof) to transact the following businesses:

AS ORDINARY RESOLUTIONS

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 2021;
2. To approve the payment of the final dividend of HK0.3 cents per share for the year ended 31 March 2021, and to pay such final dividend out of the share premium account of the Company;
3. To re-elect retiring Directors and to authorise the board of Directors (the “**Board**”) to fix their remuneration;
4. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration;

NOTICE OF AGM

5. To consider 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;
- (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;

NOTICE OF AGM

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;

“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).”

6. 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

NOTICE OF AGM

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.”

7. 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 5 and 6 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 5 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 5 a number representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 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.”

NOTICE OF AGM

8. “**THAT** conditional upon the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of options under the share option scheme adopted by the Company on 26 February 2015 (the “**Share Option Scheme**”), the existing scheme mandate limit in respect of granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (no option has been granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme from the date of approval of the Share Option Scheme) shall not exceed 10% of the Shares in issue as at the date of passing this resolution and that the directors of the Company be and are hereby authorised, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the refreshed limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options.”

By Order of the Board
Huasheng International Holding Limited
Wong Jeffrey
Executive Director

Hong Kong, 14 July 2021

Registered Office:

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

*Principal place of business
in Hong Kong:*

Suites 2301-03, 23/F
Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

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 (i.e. on or before 11:00 a.m. on 11 August 2021) 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.

NOTICE OF AGM

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 for the following periods:
 - (a) For the purpose of determining members who are entitled to attend and vote at the forthcoming AGM to be held on Friday, 13 August 2021, the register of members of the Company will be closed from Tuesday, 10 August 2021 to Friday, 13 August 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting 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, 9 August 2021.
 - (b) For the purpose of determining members who qualify for the final dividend, the register of members of the Company will be closed on Thursday, 19 August 2021 to Monday, 23 August 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the final dividend, 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 Wednesday, 18 August 2021.
7. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Friday, 13 August 2021, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.