

---

**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 China Electronics Huada Technology Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**CHINA ELECTRONICS HUADA TECHNOLOGY COMPANY LIMITED****中國電子華大科技有限公司***(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)***(Stock Code: 00085)****PROPOSED GRANT OF GENERAL MANDATES  
TO BUY BACK AND TO ISSUE SHARES****PROPOSED RE-ELECTION OF DIRECTORS****NOTICE OF ANNUAL GENERAL MEETING**

---

**To safeguard the health and safety of the shareholders of the Company and to prevent the spread of the coronavirus, no refreshment or drink will be served at the annual general meeting of the Company.**

A notice convening the annual general meeting of the Company to be held at Boardroom 3-4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 June 2022 at 4:00 p.m. is set out on pages 12 to 16 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX – EXPLANATORY STATEMENT</b> .....	9
<b>NOTICE OF AGM</b> .....	12

---

## 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 held at Boardroom 3-4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 June 2022 at 4:00 p.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 12 to 16 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 December 2021
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate for the Board to exercise the powers of the Company to buy back Shares, details of which are set out in Ordinary Resolution no. 8
“Bye-law(s)”	the bye-law(s) of the Company as amended from time to time
“CEC”	China Electronics Corporation Limited, a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company
“Company”	China Electronics Huada Technology Company Limited
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

---

## DEFINITIONS

---

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ordinary Resolution(s)”	the ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the buyback by companies listed on the main board of the Stock Exchange of their own securities
“Share Issue Mandate”	a general mandate for the Board to exercise the powers of the Company to allot, issue and deal with additional Shares, details of which are set out in Ordinary Resolution no. 9
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the SFC, as amended or supplemented from time to time

---

## LETTER FROM THE BOARD

---



### CHINA ELECTRONICS HUADA TECHNOLOGY COMPANY LIMITED 中國電子華大科技有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 00085)**

*Non-executive Directors:*

Xu Haidong (*Chairman*)  
Liu Jinmei

*Executive Directors:*

Liu Hongzhou (*Deputy Chairman and Managing Director*)  
Chang Feng

*Independent Non-executive Directors:*

Chan Kay Cheung  
Qiu Hongsheng  
Chow Chan Lum

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business  
in Hong Kong:*

Room 3403, 34th Floor  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

29 April 2022

*To the Shareholders*

Dear Sir or Madam,

#### **PROPOSED GRANT OF GENERAL MANDATES TO BUY BACK AND TO ISSUE SHARES**

#### **PROPOSED RE-ELECTION OF DIRECTORS**

#### **NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

At the AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the Buy-back Mandate and the Share Issue Mandate and (ii) the re-election of the Directors.

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with information regarding the proposed grant of the Buy-back Mandate and the Share Issue Mandate and the proposed re-election of the Directors, and the AGM Notice.

### **BUY-BACK MANDATE AND SHARE ISSUE MANDATE**

Ordinary resolutions will be proposed at the AGM to seek the approval of the Shareholders for the granting of the Buy-back Mandate and the Share Issue Mandate.

#### **Buy-back Mandate**

At the AGM, an ordinary resolution will be proposed that the Board be granted an unconditional general mandate to buy back Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, of up to 10% of the number of the issued Shares as at the date of approval of the Buy-back Mandate. Details of the Buy-back Mandate are set out in Ordinary Resolution no. 8 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 2,029,872,000 Shares in issue. Subject to the passing of the ordinary resolution for the Buy-back Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 202,987,200 Shares.

An explanatory statement as required under the Share Buyback Rules, giving certain information regarding the Buy-back Mandate, is set out in the appendix to this circular.

#### **Share Issue Mandate**

At the AGM, an ordinary resolution will be proposed that the Board be granted an unconditional general mandate to allot, issue and deal with additional Shares of up to 20% of the number of the issued Shares as at the date of approval of the Share Issue Mandate.

At the AGM, an ordinary resolution will also be proposed to authorise the extension of the Share Issue Mandate by an addition thereto of the number of Shares bought back by the Company under the Buy-back Mandate (if granted).

Subject to the passing of the ordinary resolution for the Share Issue Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with a maximum of 405,974,400 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions no. 9 and 10 of the AGM Notice, respectively.

---

## LETTER FROM THE BOARD

---

The Buy-back Mandate and the Share Issue Mandate shall continue to be in force from the date of passing of the ordinary resolutions for the Buy-back Mandate and the Share Issue Mandate until: (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 Bye-laws, the Bermuda Companies Act or any other applicable laws to be held; or (iii) the revocation or variation of the Buy-back Mandate or the Share Issue Mandate (as the case may be) by ordinary resolution(s) of the Shareholders in general meeting, whichever occurs first.

### RE-ELECTION OF DIRECTORS

Mr. Chang Feng was appointed as a Director by the Board on 1 September 2021. Pursuant to Bye-law 86(2), Mr. Chang Feng will hold office only until the AGM and, being eligible, will offer himself for re-election at the AGM. Pursuant to Bye-law 87, Mr. Qiu Hongsheng and Mr. Liu Hongzhou will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Ordinary resolutions will be proposed at the AGM to seek the approval of the Shareholders for the re-election of Mr. Chang Feng, Mr. Qiu Hongsheng and Mr. Liu Hongzhou as Directors.

The biographical and other details of the Directors standing for re-election at the AGM are set out below:

**Mr. Chang Feng**, aged 40, is an executive Director. Mr. Chang graduated from University of Science and Technology Beijing and holds a Bachelor's degree in Computer Science and Technology, and obtained a Master's degree in Retail Management from NEOMA Business School in France. Mr. Chang is the general manager of CEC Huada Electronic Design Co., Ltd ("Huada Electronics"), and the director and general manager of Shanghai Huahong Integrated Circuit Co., Ltd. Mr. Chang was a technical support engineer of Oberthur Card Systems (China) Co., Ltd and a technical support engineer of Aien Technology (China) Co., Ltd. Mr. Chang joined Huada Electronics in 2006 and was the marketing manager, sales manager, sales department manager and deputy general manager of Huada Electronics. Mr. Chang was appointed as a Director in September 2021.

**Mr. Qiu Hongsheng**, aged 57, is an independent non-executive Director. Mr. Qiu graduated from the School of Management of Harbin Institute of Technology and holds a Postgraduate degree in Management Science and Engineering, and is a Certified Public Valuer in the PRC, an International Certified Senior Enterprise Risk Manager, a Certified M&A Dealmaker in the PRC, a senior economist and a fund management intermediary. Mr. Qiu is an executive director and the general manager of China Consultants of Advisory and Finance Management Co., Ltd, an independent director of GRINM Semiconductor Materials Co., Ltd and a visiting professor of Tianjin University of Finance and Economics. Mr. Qiu worked in 710 Research Institute of the Ministry of Aerospace Industry of China as an economic analyst for a number of years. Mr. Qiu joined China Consultants of Advisory and Finance Management Co., Ltd, a company directly managed by the Ministry of Finance of the PRC, in 1994 and focuses on management consulting and corporation restructuring transactions. Mr. Qiu possesses a wealth of professional knowledge and practical experiences in corporate finance, mergers and acquisitions, strategic integration, meticulous management, etc. Mr. Qiu is also an independent non-executive director of China Electronics Optics Valley Union Holding Company Limited (a company with its shares listing on the Stock Exchange), and an independent director of Valiant Co., Ltd and China Greatwall Technology Group Co., Ltd (all being companies with their shares listing on the Shenzhen Stock Exchange). Mr. Qiu was an independent director of China National Software & Service Co., Ltd, AVIC Heavy Machinery

---

## LETTER FROM THE BOARD

---

Co., Ltd, GRINM Advanced Materials Co., Ltd (all being companies with their shares listing on the Shanghai Stock Exchange), and Henan Kedi Dairy Co., Ltd (a company with its shares listing on the Shenzhen Stock Exchange). Mr. Qiu was appointed as a Director in November 2012.

Mr. Qiu is an independent non-executive Director, the chairman of the remuneration and nomination committee and a member of the audit committee of the Board. Mr. Qiu was appointed as an independent non-executive Director in November 2012 and has served as an independent non-executive Director for more than nine years. Mr. Qiu possesses a wealth of professional knowledge and practical experiences in corporate finance, mergers and acquisitions, strategic integration, meticulous management, etc. As independent non-executive Director with in-depth understanding of the Group's operations and business, Mr. Qiu has been contributing objective views and giving independent guidance to the Company over the years.

Mr. Qiu has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has provided an annual confirmation of his independence to the Company. Mr. Qiu also confirmed that he has no relationship with any directors, senior management members, or substantial or controlling shareholders of the Company. Mr. Qiu has not held any executive or management role or position within the Group, and has not been involved in the daily operations and management of the Group during the years that he has been a director, and has clearly demonstrated to the Company his willingness to exercise independent judgement and to provide objective views to the Company.

In this respect, the remuneration and nomination committee re-assessed the independence of Mr. Qiu, and was satisfied (among other things) that Mr. Qiu would be independent in accordance with Rule 3.13 of the Listing Rules. On the basis of the recommendation from the remuneration and nomination committee and after taking into account the above factors, the Board is not aware of any circumstance which would cause it to believe that the independence of Mr. Qiu has been impaired. After a comprehensive review of all the skillsets, experience and qualifications of Mr. Qiu, the Board and the remuneration and nomination committee are of the view that Mr. Qiu possess the required character, competence, integrity and experience to continue fulfilling his role as the independent non-executive Director, and his continued tenure will continue to bring valuable insights, diversity and fresh perspectives to the Board.

**Mr. Liu Hongzhou**, aged 59, is the Deputy Chairman of the Board and the Managing Director of the Company. Mr. Liu graduated from the School of Business of Nanjing University and holds a Postgraduate degree in Business and Administration, and is a senior engineer. Mr. Liu, having spent much of his career in CEC, was a divisional deputy director of the asset management department of CEC, an executive director and the deputy general manager of Winfair Development Limited, a director of the treasury division of the investment banking department of CEC, the deputy general manager of China Electronics Technology Development Corporation, the deputy general manager of the asset management department of CEC, the deputy general manager of the Company, a director of the general office of CEC, a director of Shenzhen SED Industry Co., Ltd (a company with its shares listing on the Shenzhen Stock Exchange) and the managing director of Shenzhen SED Electronics Group Co., Ltd. Mr. Liu was appointed as a Director in October 2013.

---

## LETTER FROM THE BOARD

---

None of Mr. Chang Feng, Mr. Qiu Hongsheng or Mr. Liu Hongzhou has entered into any service contract with the Company which provides for a specified length of service. Each of Mr. Chang Feng, Mr. Qiu Hongsheng and Mr. Liu Hongzhou will be subject to retirement by rotation and re-election under the Bye-laws and the Listing Rules. Mr. Chang Feng will not receive any remuneration from the Company in his capacity as an executive Director. In Mr. Chang Feng's capacity as the general manager of Huada Electronics, he will receive an annual salary of HK\$627,228 and is entitled to a discretionary bonus with reference to his duties and the prevailing market conditions. Mr. Chang Feng received a total of HK\$2,271,054 for the year ended 31 December 2021. Mr. Qiu Hongsheng will receive an annual director fee of HK\$200,000 and received a director fee of HK\$200,000 for the year ended 31 December 2021. Mr. Liu Hongzhou will receive an annual salary of HK\$750,000 and is entitled to a discretionary bonus with reference to his duties and the prevailing market conditions. Mr. Liu Hongzhou received a total of HK\$1,715,985 for the year ended 31 December 2021.

Save as disclosed above, none of Mr. Chang Feng, Mr. Qiu Hongsheng or Mr. Liu Hongzhou has any relationship with any Directors, senior management, or substantial or controlling Shareholders. As of the Latest Practicable Date, Mr. Chang Feng was interested in 28,000 Shares (long position) (representing 0.01% of the issued share capital of the Company). Save as disclosed herein, none of Mr. Chang Feng, Mr. Qiu Hongsheng or Mr. Liu Hongzhou has any interest in the Shares within the meaning of Part XV of the SFO.

Except as disclosed in the biographical details above, none of Mr. Chang Feng, Mr. Qiu Hongsheng or Mr. Liu Hongzhou has held any directorship in any other listed public company in the past three years.

None of Mr. Chang Feng, Mr. Qiu Hongsheng or Mr. Liu Hongzhou has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed herein, there is no other matter relating to the re-election of Mr. Chang Feng, Mr. Qiu Hongsheng or Mr. Liu Hongzhou that needs to be brought to the attention of the Shareholders, nor is there any other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **BOOK CLOSURE PERIOD**

Shareholders whose names appear on the register of members of the Company at the close of business on 20 June 2022 will be entitled to attend and vote at the AGM. The register of members of the Company will be closed from 15 June 2022 to 20 June 2022 (both days inclusive), during which period no transfer of Shares will be registered.

In order to be entitled to attend and vote at the AGM, completed transfer form with relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 14 June 2022.

---

## LETTER FROM THE BOARD

---

Shareholders whose names appear on the register of members of the Company at the close of business on 15 July 2022 will be entitled to the dividend. The register of members of the Company will be closed from 13 July 2022 to 15 July 2022 (both days inclusive), during which period no transfer of Shares will be registered.

In order to qualify for the dividend, completed transfer form with relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 12 July 2022.

### **AGM**

A notice convening the AGM to be held at Boardroom 3-4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 June 2022 at 4:00 p.m. is set out on pages 12 to 16 of this circular. At the AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, the granting of the Buy-back Mandate and the Share Issue Mandate and the re-election of the Directors. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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

In light of the continuing risks posed by the coronavirus, the Company strongly advises Shareholders NOT to attend the AGM in person, and recommends Shareholders to appoint the chairman of the AGM as his/her/its proxy to vote according to his/her/its indicated voting instructions instead.

### **RECOMMENDATION**

The Board considers the granting of the Buy-back Mandate and the Share Issue Mandate and the re-election of the Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully  
For and on behalf of the Board  
**China Electronics Huada Technology Company Limited**  
**Xu Haidong**  
*Chairman*

**1 LISTING RULES**

The Listing Rules permit listed companies to buy back their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, subject to certain restrictions. This appendix serves as an explanatory statement, as required by the Share Buyback Rules to be sent to the Shareholders in connection with the proposed grant of the Buy-back Mandate, to provide the requisite information to the Shareholders for their consideration of the Buy-back Mandate.

**2 REASONS FOR SHARE BUY-BACKS**

The Board believes that it is in the interests of the Company and the Shareholders as a whole for the Board to have a general authority from the Shareholders to enable the Company to buy back Shares in the market when appropriate and beneficial to the Company. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Buy-backs of Shares will only be made when the Board believes that such buy-backs will benefit the Company and the Shareholders as a whole.

**3 SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,029,872,000 Shares. Subject to the passing of the ordinary resolution for the Buy-back Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 202,987,200 Shares, representing not more than 10% of the number of the issued Shares as at the date of the AGM.

**4 FUNDING OF BUY-BACKS**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and the Bye-laws, the Listing Rules and the applicable laws of Bermuda. The Board proposes that buy-backs of Shares under the Buy-back Mandate in these circumstances would be financed by available cash flow or working capital facilities of the Group. The Company may not buy back its own shares 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.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Group for the year ended 31 December 2021 contained in the Annual Report) in the event that the Buy-back Mandate is exercised in full at any time during the period within which the Buy-back Mandate can be exercised. However, the Board does not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Company which, in the opinion of the Board, are from time to time appropriate for the Company.

## 5 SHARE PRICES

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
April	0.88	0.71
May	0.94	0.72
June	1.01	0.72
July	1.03	0.80
August	0.94	0.78
September	0.92	0.74
October	0.89	0.76
November	0.80	0.70
December	0.75	0.66
<b>2022</b>		
January	0.73	0.67
February	0.72	0.64
March	0.67	0.49
April (up to and including the Latest Practicable Date)	0.62	0.56

**6 BOARD'S UNDERTAKING**

The Board has undertaken to the Stock Exchange that it will exercise the Buy-back Mandate in accordance with the memorandum of continuance of the Company and the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

**7 TAKEOVERS CODE IMPLICATION**

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained by the Company under section 336 of the SFO, CEC, through its wholly-owned subsidiaries, Huada Semiconductor Co., Ltd was interested in 1,206,180,000 Shares, representing 59.42% of the issued share capital of the Company. In the event that the Board exercised in full the power to buy back Shares under the Buy-back Mandate and assuming the present shareholdings remain the same, the interest of CEC and parties acting in concert with it would be increased from 59.42% to 66.02% of the issued share capital of the Company immediately after the exercise in full of the Buy-back Mandate. The Board is not aware of any consequences which may arise under the Takeovers Code if the Buy-back Mandate is exercised in full.

**8 GENERAL**

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has any undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders at the AGM.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company if the Buy-back Mandate is approved by the Shareholders at the AGM.

**9 BUY-BACK OF SHARES BY THE COMPANY**

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

---

## NOTICE OF AGM

---



### CHINA ELECTRONICS HUADA TECHNOLOGY COMPANY LIMITED 中國電子華大科技有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 00085)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Meeting”) of China Electronics Huada Technology Company Limited (the “Company”) will be held at Boardroom 3-4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 June 2022 at 4:00 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and of the independent auditor for the year ended 31 December 2021;
2. to declare a dividend of HK1.9 cents per share for the year ended 31 December 2021;
3. to re-elect Mr. Chang Feng as a director of the Company;
4. to re-elect Mr. Qiu Hongsheng as a director of the Company;
5. to re-elect Mr. Liu Hongzhou as a director of the Company;
6. to authorise the directors of the Company to fix the directors’ remuneration;
7. to re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorise the directors of the Company to fix its remuneration; and

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

8. **“THAT:**
  - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable rules and regulations of the Securities and Futures Commission of Hong Kong and the Stock Exchange or of any other stock exchange,

---

## NOTICE OF AGM

---

the memorandum of continuance and the bye-laws of the Company, the Companies Act 1981 of Bermuda and all other applicable laws in this regard as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the number of shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution and the said approval 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 bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws 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 of the Company by this resolution.”

---

## NOTICE OF AGM

---

9. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the number of shares of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares of the Company or (iii) an issue of shares upon the exercise of subscription rights of any options granted under any option scheme or similar arrangement for the time being adopted for the issue of shares or grant of rights to acquire shares of the Company or (iv) an issue of shares pursuant to any scrip dividend or similar arrangement in accordance with the memorandum of continuance and the bye-laws of the Company, shall not exceed the aggregate of:
  - (aa) 20% of the number of the issued shares of the Company as at the date of the passing of this resolution; and
  - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company bought back by the Company subsequent to the passing of this resolution of up to 10% of the number of the issued shares of the Company as at the date of the passing of ordinary resolution no. 8 in the notice convening the Meeting,

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

---

## NOTICE OF AGM

---

(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 bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws 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 of the Company by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company, or any class of securities of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company who are entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong which are applicable to the Company).”

---

## NOTICE OF AGM

---

10. “**THAT** subject to the ordinary resolutions no. 8 and 9 in the notice convening the Meeting being duly passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to ordinary resolution no. 9 in the notice convening the Meeting be and is hereby extended by the addition thereto of the number of shares of the Company bought back by the Company under the authority granted pursuant to ordinary resolution no. 8 in the notice convening the Meeting, provided that such number shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.”

By Order of the Board  
**China Electronics Huada Technology Company Limited**  
**Ng Kui Kwan**  
*Company Secretary*

Hong Kong, 29 April 2022

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*

Room 3403, 34th Floor  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from 15 June 2022 to 20 June 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, completed transfer form with relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 14 June 2022.
2. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a shareholder of the Company but must be present in person at the Meeting to represent the shareholder. 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. In light of the continuing risks posed by the coronavirus, the Company strongly advises shareholders of the Company NOT to attend the Meeting in person, and recommends shareholders of the Company to appoint the chairman of the Meeting as his/her/its proxy to vote according to his/her/its indicated voting instructions as an alternative to attending the Meeting in person. To safeguard the health and safety of the shareholders of the Company and to prevent the spread of the coronavirus, no refreshment or drink will be served at the Meeting. Any person who does not comply with the precautionary measures to be taken at the Meeting, or is subject to any HKSAR Government prescribed quarantine may be denied entry into the meeting venue.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.
4. In the case of joint registered holders of any shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect thereof.