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HUABAO INTERNATIONAL HOLDINGS LIMITED

華寶國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00336)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of shareholders of Huabao International Holdings Limited (the “**Company**”) will be held at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 14 May 2024 at 9:45 a.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same date at 9:30 a.m. (whichever is later), or any postponement or adjournment thereof, (if there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force and/or the Hong Kong Observatory has announced that either of the above mentioned warnings is to be issued, or the extreme conditions as announced by the Government of Hong Kong still exist two hours prior to 9:30 a.m. on 14 May 2024, the provisions contained in Note 7 below shall be applicable) for the following purposes of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalisation issue, rights issue, open offer with price-dilutive element as referred to in the Supplementary Guidance (as defined in the circular of the Company dated 18 April 2024, “**Circular**”), subdivision, consolidation or reduction of share

* *for identification purpose only*

capital of the Company from time to time) (the “**Share(s)**”) which may be issued in respect of the share options to be granted under the 2024 Share Option Scheme (as defined in the Circular), a copy of which is tabled at the meeting and marked “A” and initialled by the chairperson of the meeting for identification purpose, the 2024 Share Option Scheme be and is hereby approved and adopted; and any director of the Company and/or his/her delegate(s) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Option Scheme, including but without limitation:

- (i) to administer the 2024 Share Option Scheme under which share options will be granted to the participants under the 2024 Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the 2024 Share Option Scheme;
- (ii) to modify and/or amend and/or ratify the 2024 Share Option Scheme from time to time provided that such modification and/or amendment and/or ratification is effected in accordance with the provisions of the 2024 Share Option Scheme relating to the modification and/or amendment and/or ratification and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”);
- (iii) to grant share options under the 2024 Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the share options to be granted under the 2024 Share Option Scheme and subject to the Listing Rules;
- (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the share options to be granted under the 2024 Share Option Scheme and subject to the Listing Rules; and
- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Option Scheme and subject to the Listing Rules.

- (b) The total number of Shares which may be issued in respect of all share options and share awards to be granted under the 2024 Share Option Scheme and any other share schemes of the Company (“**Scheme Mandate Limit**”) must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”

2. **“THAT:**

- (a) Subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the awarded shares to be granted under the 2024 Share Award Scheme (as defined in the Circular), a copy of which is tabled at the meeting and marked “B” and initialled by the chairperson of the meeting for identification purpose, the 2024 Share Award Scheme be and is hereby approved and adopted; and any director of the Company or his/her delegate(s) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Award Scheme, including but without limitation:
 - (i) to administer the 2024 Share Award Scheme under which awarded shares will be granted to the participants under the 2024 Share Award Scheme to subscribe for Shares, including but not limited to determining and granting the awarded shares in accordance with the terms of the 2024 Share Award Scheme;
 - (ii) to modify and/or amend and/or ratify the 2024 Share Award Scheme from time to time provided that such modification and/or amendment and/or ratification is effected in accordance with the provisions of the 2024 Share Award Scheme relating to the modification and/or amendment and/or ratification and subject to Chapter 17 of the Listing Rules;
 - (iii) to grant awarded shares under the 2024 Share Award Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the awarded shares to be granted under the 2024 Share Award Scheme and subject to the Listing Rules;

- (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the awarded shares to be granted under the 2024 Share Award Scheme and subject to the Listing Rules; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Award Scheme and subject to the Listing Rules.
- (b) The total number of Shares which may be issued in respect of all share options and share awards to be granted under the 2024 Share Award Scheme and any other share schemes of the Company (i.e. the Scheme Mandate Limit) must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”

3. **“THAT:**

Conditional upon either one or both of resolution no. 1 and resolution no. 2 above being passed, within the Scheme Mandate Limit, the Service Provider Sublimit (as defined in the Circular) on the total number of Shares that may be issued in respect of all share options and share awards to be granted to the Service Providers (as defined in the Circular) under all share schemes of the Company (i.e. 1% of the total number of Shares in issue as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Service Provider Sublimit) be and is hereby approved and adopted, and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

4. **“THAT:**

Conditional upon resolution no. 1 above being passed, the 2016 Share Option Scheme which was adopted by the Company on 9 August 2016 be and is hereby terminated with effect from the adoption of the 2024 Share Option Scheme.”

5. “**THAT:**

Conditional upon resolution no. 2 above being passed, the 2022 Share Award Scheme which was adopted by the Company on 20 May 2022 be and is hereby terminated with effect from the adoption of the 2024 Share Award Scheme.”

By Order of the Board
Huabao International Holdings Limited
POON Chiu Kwok
Executive Director

Hong Kong, 18 April 2024

Notes:

1. A shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the SGM (or at any postponement or adjournment thereof) is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead in accordance with the bye-laws of the Company. A proxy need not be a Shareholder. Completion and return of the form of proxy will not preclude a member from attending the SGM and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. A form of proxy for use at the SGM is made available on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<https://www.hbglobal.com/>).
3. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified true copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the SGM (or any postponed or adjourned meeting thereof) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the SGM (or any postponed or adjourned meeting thereof) should they so wish.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
5. In order to determine the entitlement of Shareholders to attend and vote at the SGM, the register of members of the Company will be closed from 9 May 2024 to 14 May 2024, both days inclusive, during which no transfer of shares will be effected. All properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 8 May 2024. Shareholders whose names are recorded in the register of members of the Company on 14 May 2024 are entitled to attend and vote at the SGM.

6. Pursuant to Rule 13.39(4) of the Listing Rules, all resolution(s) set out in this notice will be decided by poll at the SGM.
7. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 7:30 a.m. on 14 May 2024 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 14 May 2024 that either of the above mentioned warnings is to be issued within the next two hours or the extreme conditions as announced by the Government of Hong Kong still exist two hours prior to 9:30 a.m. on 14 May 2024, the SGM shall automatically be postponed to the next Business Day on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is in force between the hours from 7:30 a.m. to 9:30 a.m. or the extreme conditions as announced by the Government of Hong Kong still exist two hours prior to 9:30 a.m. and in such case the SGM shall be held at 9:45 a.m. on that Business Day at Suite 3008, 30th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. “Business Day”, in this context, shall mean a day (not being a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for general banking business.
8. **Every Shareholder or Proxy is recommended to wear surgical facial mask during their attendance of the Meeting; and no refreshment will be served and no gift will be distributed at the Meeting.**

As at the date of this notice, the Board comprises six executive directors, namely Ms. CHU Lam Yiu, Messrs. LAM Ka Yu, XIA Liqun, POON Chiu Kwok, Ms. LAM Ka Yan, and Ms. CHOY Man Har and three independent non-executive directors, namely Mr. LEE Luk Shiu, Mr. Jonathan Jun YAN and Mr. HOU Haitao.