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## **HUIJING HOLDINGS COMPANY LIMITED**

**滙景控股有限公司**

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

**(Stock code: 9968)**

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

**Notice is hereby given** that the annual general meeting of Huijing Holdings Company Limited (the “**Company**”) will be held at Level 3, Great Eagle Centre, 23 Harbour Road, Hong Kong on Tuesday, 25 June 2024 at 11:00 a.m. (Hong Kong time) (the “**Meeting**”) for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2022.
2. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2023.
3.
  - (a) To re-elect Mr Lun Zhao Ming as an executive director of the Company.
  - (b) To re-elect Mr Lu Peijun as an executive director of the Company.
  - (c) To re-elect Mr Luo Chengyu as an executive director of the Company.
  - (d) To re-elect Mr Chan Kin Man as an independent non-executive director of the Company.
  - (e) To re-elect Ms Ou Ningxin as an independent non-executive director of the Company.
  - (f) To re-elect Mr Chen Guilin as an independent non-executive director of the Company.
  - (g) To authorise the board of directors (the “**Directors**”) of the Company (the “**Board**”) to fix the remuneration of the Directors respectively.

4. To re-appoint Prism Hong Kong and Shanghai Limited as independent auditor of the Company and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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

**“THAT:**

- (a) subject to paragraphs (b) and (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;

- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
  - (ii) the exercise of options granted under a share option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
  - (iv) the exercise of rights of subscription or conversion under the terms of any securities or bonds which are convertible into shares of the Company,

shall not exceed 20% of the number of issued shares of the Company on the date of passing of this resolution and the said mandate shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or any relevant jurisdiction or the requirements of any recognised body or any stock exchange).”

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

“**THAT** conditional upon to the passing of resolutions set out in items 5 and 6 of the notice convening this Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the number of shares of the Company which may be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the number of shares of the Company in issue as at the date of passing this resolution.”

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

“**THAT** the failure to hold the 2023 annual general meeting of the Company in accordance with the articles of association of the Company and the Listing Rules (and non-compliances resulted therefrom) and to effect the matters required by the articles of association of the Company at such annual general meeting (including but not limited to the rotation of the directors of the Company and the appointment of auditors of the Company) is hereby unconditionally confirmed and ratified.”

9. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

“**THAT** (i) the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated articles of association of the Company (the “**Articles of Association**”), details of which are set out in Appendix III to the circular of the Company dated 29 April 2024, be and are hereby approved; (ii) the third amended and restated articles of association of the Company (the “**New Articles of Association**”), a copy of which has been produced to this Meeting and marked “A” and for identification purpose signed by the Chairman of the Meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Articles of Association with immediate effect after the close of this Meeting; and (iii) any Director or secretary or assistant secretary of the Company be and are hereby authorised to do all things necessary or expedient to give effect to the Proposed Amendments and implement the adoption of the New Articles of Association.”

By Order of the Board  
**Huijing Holdings Company Limited**  
**Lun Ruixiang**  
*Chairman*

Hong Kong, 29 April 2024

*As at the date of this notice, the Board comprises Mr Lun Zhao Ming, Mr Lu Peijun and Mr Luo Chengyu as executive Directors, Mr Lun Ruixiang as a non-executive Director, and Mr Chan Kin Man, Ms Ou Ningxin and Mr Chen Guilin as independent non-executive Directors.*

*Notes:*

- (1) All resolutions at the Meeting will be taken by poll (except where the Chairman of the Meeting, in good faith, decides to allow a resolution which relates to purely to a procedural or administrative matter of the Meeting to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. 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.
- (3) In order 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 certified copy of that power of attorney, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the above Meeting, the register of members of the Company will be closed from Thursday, 20 June 2024 to Tuesday, 25 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 19 June 2024.