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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huijing Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

RE-ELECTION OF RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 23 June 2021 at 10:30 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.huijingholdings.com>).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM if they so wish.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- (1) Compulsory temperature screening/checks;
- (2) Submission of Health Declaration Form;
- (3) Wearing of surgical face mask;
- (4) No provision of refreshments or drinks; and
- (5) No provision of shuttle bus service.

Attendees who do not comply with the precautionary measures (1) to (3) above may be denied entry to the AGM, at the absolute discretion of the Company as permitted by law.

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should they subsequently so wish.

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DEFINITIONS

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

| | |
|---------------------------|--|
| “AGM” | the annual general meeting of the Company to be held at AGM venue on Wednesday, 23 June 2021 at 10:30 a.m.; |
| “AGM Notice” | the notice dated 28 April 2021 convening the AGM as set out on pages 14 to 17 of this circular; |
| “Articles of Association” | articles of association the Company, as amended, supplemented or otherwise modified from time to time; |
| “Associate(s)” | has the meaning as ascribed thereto under the Listing Rules; |
| “Board” | the board of Directors; |
| “Company” | Huijing Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange; |
| “Connected Person(s)” | has the meaning as ascribed thereto under the Listing Rules; |
| “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 People’s Republic of China; |
| “Issue Mandate” | the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of number of Shares in issue as at the date of passing of the resolutions approving such mandate; |
| “Latest Practicable Date” | 23 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein; |
| “Listing Date” | 16 January 2020, the date being the Shares were listed on the Stock Exchange; |
| “Listing Rules” | Rules Governing the Listing of Securities on the Stock Exchange; |

DEFINITIONS

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|------------------------------|--|
| “Memorandum of Association” | memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time; |
| “SFO” | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong; |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company; |
| “Share Repurchase Mandate” | the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares not exceeding 10% of the number of Shares in issue as at the date of passing of the resolution approving such mandate; |
| “Shareholder(s)” | the registered holder(s) of the Share(s) from time to time; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Substantial Shareholder(s)” | has the meaning as ascribed thereto under the Listing Rules; |
| “Takeovers Code” | Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time; and |
| “%” | per cent. |

LETTER FROM THE BOARD



HUIJING HOLDINGS COMPANY LIMITED

滙景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9968)

Non-executive Director:

Mr Lun Ruixiang (*Chairman*)

Executive Directors:

Mr Lun Zhao Ming (*Chief Executive Officer*)

Mr Lau Kam Kwok Dickson

Mr Lu Peijun

Independent non-executive Directors:

Ms Chiu Lai Kuen Susanna

Mr Hung Wan Shun Stephen

Ms Lin Yanna

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Unit 2403-2408, 24/F

Shui On Centre

6-8 Harbour Road, Wanchai

Hong Kong

28 April 2021

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Issue Mandate to repurchase Shares and to issue new Shares respectively.

LETTER FROM THE BOARD

2. PRECAUTIONARY MEASURES FOR THE AGM

With the outbreak and spreading of the COVID-19 pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of the Shareholders who might be attending the AGM in person, the Company will implement the following precautionary measures at the AGM:

Voting by proxy in advance of the AGM: The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholders' rights. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should they subsequently so wish.

To safeguard the health and safety of the Shareholders who might be attending the AGM in person, the Company will also implement the following precautionary measures at the AGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will have to submit a completed Health Declaration Form ("**Form**") prior to entry into the AGM venue. The completed and signed Form must be ready for collection at the main entrance of the AGM venue to ensure prompt and smooth processing.
- (3) Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (4) No refreshments or drinks will be provided to attendees at the AGM.
- (5) No shuttle bus service will be provided.

Attendees are requested to observe and practise good personal hygiene at all times at the AGM venue.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website for further announcements and updates on the AGM arrangements.

LETTER FROM THE BOARD

Appointment of proxy by non-registered Shareholders: non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If the Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, Mr Lun Zhao Ming, Mr Lu Peijun and Ms Lin Yanna shall retire from office and hold office until the AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

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

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

The current general mandate granted to the Directors to repurchase Shares at the annual general meeting of the Company held at 22 May 2020 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and where appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the number of issued Shares as at the date of passing of proposed ordinary resolution contained in item 5 of the AGM Notice as set out on page 14 of this circular (i.e. 525,400,000 Shares on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the AGM). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

The current general mandate granted to the Directors to issue Shares at the annual general meeting of the Company held at 22 May 2020 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the number of issued Shares as at the date of passing of proposed ordinary resolution contained in item 6 of the AGM Notice as set out on page 15 of this circular (i.e. 1,050,800,000 Shares on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the AGM). An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

6. AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 14 to 17 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Company's Articles of Association, any vote of 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. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.huijingholdings.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

In view of the travelling restrictions imposed by various jurisdictions to prevent the spread of the COVID-19, certain Director(s) may attend the AGM through video conference.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the above proposals, including but not limited to the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and Issue Mandate, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Your faithfully,
For and on behalf of the Board
Huijing Holdings Company Limited
Lun Ruixiang
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

Mr Lun Zhao Ming, aged 56

Mr Lun Zhao Ming is the chief executive officer of the Group. He was appointed as a Director and redesignated as an executive Director on 25 March 2019. Mr Lun joined the Group in June 2005 as a chairman assistant and was primarily responsible for human resources and administrative affairs. He was promoted as a vice president in November 2009, during which time he was engaged in overseeing the daily operation of the Group as well as management affairs. Mr Lun was promoted as a senior vice president in January 2015, and was promoted as the chief executive officer of the Group in January 2018. In addition to monitoring our daily operation and management, he is also in charge of formulating the Group's business strategies and directions and serving as director of a number of subsidiaries of the Company.

Prior to joining the Group, Mr Lun worked at Dongguan Humen Port Mayong Xinsha Development Co., Ltd. (東莞市虎門港麻涌新沙開發有限公司), a company primarily engaged in industrial park development, from September 2003 to May 2005. Mr Lun graduated from Sun Yat-Sen University in the PRC with a bachelor's degree in science in July 1984.

Mr Lun is a relative of Mr Lun Ruixiang, a non-executive Director and the chairman of the Board, and Ms Lun Ying Kit, the president assistant and general manager of strategic brand management of the Group.

Save as disclosed above, Mr Lun has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr Lun has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr Lun and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr Lun will be recommended by the Remuneration Committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2020, the total remuneration paid to Mr Lun was approximately RMB5,918,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr Lun was interested in 6,000,000 Shares, representing 0.11% of the total number of issued Shares. Save as disclosed above, Mr Lun was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In relation to the re-election of Mr Lun as an executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr Lu Peijun, aged 48

Mr Lu Peijun joined the Group as the financial controller in March 2005 and became a vice president in May 2015. He was appointed as a Director and redesignated as an executive Director on 25 March 2019. Mr Lu is mainly responsible for the management of the financial department and legal department of the Company and assisting in monitoring project implementation and progress. He has more than 11 years of finance-related experience before joining the Group. He worked at Guangdong Development Bank (廣東發展銀行) (now known as China Guangfa Bank (廣發銀行)) from January 1994 to March 2005.

Mr Lu graduated from South China Normal University with a degree of bachelor in legal studies through online education in February 2005.

Mr Lu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr Lu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr Lu has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr Lu and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr Lu will be recommended by the Remuneration Committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2020, the total remuneration paid to Mr Lu was approximately RMB2,082,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr Lu was interested in 6,000,000 Shares, representing 0.11% of the total number of issued Shares. Save as disclosed above, Mr Lu was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In relation to the re-election of Mr Lu as an executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms Lin Yanna, aged 57

Ms Lin Yanna was appointed as an independent non-executive Director on 11 December 2019. Ms Lin is also the chairman of the Remuneration Committee, and a member of Audit Committee and Nomination Committee of the Board.

Ms Lin has over 19 years of experience in business management and operation. From January 2001 to August 2008, Ms Lin worked as the general manager of Shanghai Bus Financial Management Company Limited (上海巴士財務管理有限公司), a company focusing on financial management and providing accounting services, and was responsible for the overall operational management, construction of operational structure and formulation of overall management and risk management policies. She was the director of and a member of the investment decision committee of Shanghai Stonecapital Co., Ltd. (上海磐石投資有限公司), an investment management company in China, from September 2008 to September 2018. At Shanghai Stonecapital Co., Ltd., she was mainly responsible for overseeing private equity investment and managing assets of Shanghai Stonecapital Co., Ltd.

Ms Lin graduated from Shanghai University of Finance and Economics in the PRC in January 1999, with a master's degree in management. Ms Lin also completed a master's programme jointly organised by the Shanghai National Accounting Institute and the Chinese University of Hong Kong in the PRC and received a degree of Master in Accounting for Senior Management in December 2004.

Ms Lin does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Ms Lin has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms Lin has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Ms Lin and the Company or terminated in accordance with the terms of the letter of appointment. Under the letter of appointment entered into between Ms Lin and the Company, Ms Lin was entitled to receive a remuneration of approximately RMB354,000 for the year ended 31 December 2020.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms Lin was not interested or deemed to be interested in any Shares or underlying Shares of the Company.

In relation to the re-election of Ms Lin as an independent non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

1. SHARES CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,254,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the AGM Notice in respect of the granting of Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, i.e. 5,254,000,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 525,400,000 Shares, representing 10% of the number of Shares in issue as at the date of the AGM.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases of Shares 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 and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

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 financial statements contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the following months were as follows:

| Month | Highest HK\$ | Lowest HK\$ |
|--|-------------------------|------------------------|
| April 2020 | 2.07 | 1.96 |
| May 2020 | 2.09 | 1.98 |
| June 2020 | 2.06 | 1.99 |
| July 2020 | 2.56 | 1.99 |
| August 2020 | 2.75 | 2.40 |
| September 2020 | 2.50 | 1.95 |
| October 2020 | 2.26 | 2.08 |
| November 2020 | 2.17 | 2.03 |
| December 2020 | 2.09 | 2.00 |
| January 2021 | 2.06 | 1.94 |
| February 2021 | 2.06 | 1.93 |
| March 2021 | 1.99 | 1.84 |
| April 2021 (up to and including the Latest Practicable Date) | 1.93 | 1.84 |

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert 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, (i) Wui Ying Holdings Limited, a company wholly-owned by Mr Lun Ruixiang, held 4,421,241,000 Shares, representing 84.15% of the total number of issued Shares; and (ii) Wui Shing Holdings Limited, a company wholly-owned by Ms Chan Hau Wan, held 44,659,000 Shares, representing 0.85% of the total number of issued Shares. Ms Chan Hau Wan is the spouse of Mr Lun Ruixiang (together with Wui Ying Holdings Limited, Wui Shing Holdings Limited and Ms Chan Hau Wan, the “**Controlling Shareholders**”). In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate and if such is approved by the Shareholders, assuming that the present shareholdings and capital structure of the Company remain the same, (i) the shareholding of the Controlling Shareholders would be increased from 85% of the total number of issued Shares to approximately 94.44% of the total number of issued Shares; (ii) the shareholding of Wui Ying Holdings Limited would be increased from approximately 84.15% to 93.50% of the total number of issued Shares; and (iii) the shareholding of Wui Shing Holdings Limited would be increased from approximately 0.85% of the total number of issued Shares to approximately 0.94% of the total number of issued Shares.

Based on the above, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In the opinion of the Directors, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate (if such is approved by the Shareholders), (i) an increase in shareholding held by the Controlling Shareholders to approximately 94.44% of the total number of issued Shares; and (ii) an increase in shareholding held by Wui Ying Holdings Limited to 93.50% of the total number of issued Shares would contravene the waiver from strict compliance with the requirements under Rule 8.08(1)(a) of the Listing Rules granted by the Stock Exchange, which provides that at least 15% of the Shares must be held by the public. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as would result in the level of shareholdings in the Company held by public Shareholders falling below 15%.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



HUIJING HOLDINGS COMPANY LIMITED

滙景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9968)

Notice is hereby given that the annual general meeting of Huijing Holdings Company Limited (the “**Company**”) will be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 23 June 2021 at 10:30 a.m. (Hong Kong time) for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2020.
2. To declare a final dividend of HK\$4.95 cents per ordinary share of the Company.
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 Ms Lin Yanna as an independent non-executive director of the Company.
 - (d) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company respectively.
4. To re-appoint Messrs Ernst & Young 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 of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be purchased 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 the 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 paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company 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 of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers 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 under a share option scheme 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

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(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 the 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 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 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 of the Company pursuant to such general mandate of the number of shares purchased 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.”

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

Hong Kong, 28 April 2021

As at the date of this circular, the Board comprises Mr Lun Zhao Ming, Mr Lau Kam Kwok Dickson and Mr Lu Peijun as executive Directors, Mr Lun Ruixiang as a non-executive Director, and Ms Chiu Lai Kuen Susanna, Mr Hung Wan Shun Stephen and Ms Lin Yanna as independent non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates to purely to a procedural or administrative matter 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 above 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 Level 54 Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned 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 Friday, 18 June 2021 to Wednesday, 23 June 2021, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 17 June 2021.
- (5) In view of the travelling restrictions imposed by various jurisdictions to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the AGM through video conference.
- (6) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 30 June 2021 to Friday, 2 July 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed special dividend, 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 29 June 2021.