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恒興黃金
HENGXING GOLD

Hengxing Gold Holding Company Limited

恒興黃金控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2303)

**IN THE GRAND COURT OF THE CAYMAN ISLANDS FINANCIAL SERVICES
DIVISION**

Cause No. FSD 296 of 2020

IN THE MATTER of sections 15 and 86 of the Companies Law (2020 Revision)

AND IN THE MATTER of Order 102 of the Grand Court Rules 1995

AND IN THE MATTER of Hengxing Gold Holding Company Limited 恒興黃金控股有限公司

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 17 December 2020 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the Disinterested Shareholders for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the “**Scheme**”) proposed to be made between Hengxing Gold Holding Company Limited 恒興黃金控股有限公司 (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will be held at 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 13 January 2021 at 10:00 a.m. (Hong Kong time)* at which place and time all Disinterested Shareholders whose names appear on the register of members of HXG on the Meeting Record Date are requested to attend. A copy of the Scheme and a copy of an explanatory statement explaining the effect of the Scheme are incorporated in the composite scheme document of which this Notice forms part (the “**Scheme Document**”). Capitalised terms used in this Notice shall have meanings given to them in the Scheme Document unless otherwise defined herein.

A copy of the Scheme Document and of the pink form of proxy referred to below can also be obtained by HXG Shareholders from the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, at the registered office of the Company at c/o Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands, or at the office of the Company's attorneys, Travers Thorp Alberga, at 1205A The Centrium, 60 Wyndham Street, Central, Hong Kong.

HXG Shareholders may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, to attend and vote in their stead. A **pink** form of proxy for use at the Court Meeting is enclosed with the composite scheme document dated 22 December 2020 despatched to members of the Company on 22 December 2020.

In the case of joint holders of a share, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect of the relevant joint holding.

It is requested that forms appointing proxies be deposited at the Hong Kong branch share registrar of the Company in Hong Kong at Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 10:00 a.m. on Monday, 11 January 2021 but if forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting who shall have absolute discretion as to whether or not to accept it.

By the Order, the Court has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme will be subject to a subsequent application seeking the sanction of the Court.

By Order of the Court
Hengxing Gold Holding Company Limited
恒興黃金控股有限公司

Dated 22 December 2020

Registered office:

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

Principal place of business in Hong Kong:

Suite 3203, Central Plaza
18 Harbor Road
Wanchai
Hong Kong

- * If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above or post-super typhoon extreme conditions in force at or after 8:00 a.m. on Wednesday, 13 January 2021 and/or the Hong Kong Observatory has announced on Wednesday, 13 January 2021 at or before 8:00 a.m. that any of the above mentioned warnings is to be issued within the next two hours, the Court Meeting shall automatically be postponed to the next Business Day (as defined in the Scheme) on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted or post-super typhoon extreme conditions are in force between the hours from 8:00 a.m. to 10:00 a.m. and in such case the Court Meeting shall be held at 10:00 a.m. on that Business Day at 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. The Court Meeting will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force. Eligible HXG Shareholders should make their own decision as to whether to attend the Court Meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.

As at the date of this announcement, the executive directors of the Company are Mr. KE Xiping, Mr. CHEN, David Yu and Mr. KE Jiaqi, the non-executive director of the Company is Mr. Albert Fook Lau HO and the independent non-executive directors of the Company are Ms. WONG, Yan Ki Angel, Dr. Tim SUN and Dr. PAN Guocheng.