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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in BHCC Holding Limited (the “**Company**”), you should at once hand this circular, together with the enclosed 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.

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.

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**BHCC Holding Limited**

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

**(Stock Code: 1552)**

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ALLOT, ISSUE AND**  
**DEAL WITH SHARES AND REPURCHASE SHARES;**  
**(2) RE-ELECTION OF DIRECTORS;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the AGM to be held at No. 1 Tampines North Drive 3 #08-01, BHCC SPACE, Singapore 528499 on Friday, 4 June 2021 at 10:00 a.m., at which the above proposals will be considered, is set out on pages 17 to 21 of this circular.

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, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for holding the AGM (i.e. 10:00 am on Wednesday, 2 June 2021 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish and in such event, the form of proxy shall be deemed to be revoked.

30 April 2021

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## DEFINITIONS

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*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 No. 1 Tampines North Drive 3, #08-01, BHCC SPACE, Singapore 528499 on Friday, 4 June 2021 at 10:00 a.m., or any adjournment thereof
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	BHCC Holding Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the number of the issued Shares as at the date of the passing of such resolution
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of issued Shares as at the date of the passing of such resolution

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## DEFINITIONS

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“SFO”	the 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
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“S\$”	Singapore dollar(s), the lawful currency of the Republic of Singapore
“%”	per cent.

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**LETTER FROM THE BOARD**

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**BHCC Holding Limited**

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

**(Stock Code: 1552)**

*Executive Directors:*

Mr. Yang Xinping (*Chairman*)

Ms. Han Yuying

*Independent non-executive Directors:*

Ms. Chan Bee Leng

Mr. Kwong Choong Kuen (*Huang Zhongquan*)

Mr. Ooi Soo Liat

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters and principal  
place of business in Singapore:*

No. 1 Tampines North Drive 3

#08-01

BHCC SPACE

Singapore 528499

*Principal place of business in  
Hong Kong:*

19th Floor, Prosperity Tower

39 Queen's Road Central

Central

Hong Kong

30 April 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
(1) GENERAL MANDATES TO ALLOT, ISSUE AND  
DEAL WITH SHARES AND REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors and the notice of the AGM.

### BACKGROUND

On 12 June 2020, resolutions were passed by the then Shareholders granting general mandate to the Directors to exercise the powers of the Company to:

- (a) allot, issue and deal with Shares not exceeding the sum of 20% of the total number of Shares in issue immediately following the passing of such resolution;
- (b) repurchase Shares up to 10% of the total number of Shares in issue immediately following the passing of such resolution; and
- (c) add to the general mandate for issuing Shares set out in paragraph (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate set out in paragraph (b) above.

The above general mandates will expire at the conclusion of the AGM and the purpose of this circular is to request the approval of the Shareholders to renew the general mandate as referred to in paragraphs (a), (b) and (c) above in the AGM on 4 June 2021.

### GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate (including the extended General Mandate) and the Repurchase Mandate.

#### General Mandate

As at the Latest Practicable Date, the Company had an aggregate of 800,000,000 issued Shares. At the AGM, it will be proposed, by way of ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to allot, issue and deal with the Shares up to 20% of the total number of issued Shares on the date of the passing of the ordinary resolution (i.e. the General Mandate). Assuming that the number of issued Shares remains at 800,000,000 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be issued pursuant to the General Mandate will be 160,000,000 Shares. In addition, it is further proposed, by way of a separate ordinary resolution that the

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## LETTER FROM THE BOARD

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General Mandate be extended by adding the number of Shares repurchased under the Repurchase Mandate. Any issue of new Shares in the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

The General Mandate, if approved, will continue to be in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) the General Mandate being revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

### **Repurchase Mandate**

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares may be listed, shares up to a maximum of 10% of the Shares in issue at the date of passing of the ordinary resolution (i.e. the Repurchase Mandate). Assuming that the number of issued Shares remains at 800,000,000 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 80,000,000 Shares.

The Repurchase Mandate, if approved, will continue to be in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) the Repurchase Mandate being revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

The Company may only repurchase its Shares on the Stock Exchange if:

- (i) the Shares proposed to be repurchased by the Company are fully paid up;
- (ii) the Company has previously sent to the Shareholders the explanatory statement set out in the Appendix II to this circular; and
- (iii) the Shareholders have in general meeting approved the Repurchase Mandate and the relevant documents in connection therewith have been delivered to the Stock Exchange.

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## LETTER FROM THE BOARD

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An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. According to Article 84(2) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires.

Ms. Han Yuying and Mr. Ooi Soo Liat will retire from office at the AGM and, being eligible, each of them will offer herself/himself for re-election as an executive Director or an independent non-executive Director at the AGM (as the case may be).

Mr. Ooi Soo Liat has been an independent non-executive Director since 2017, and has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. Ooi Soo Liat has more than 20 years of experience in stock broking and trading of securities. With his skills and experience, Mr. Ooi Soo Liat has demonstrated the ability to provide an independent view on the Company's matters in different perspectives and that his presence in the Board contributes to the diversity of the Board.

At the AGM, ordinary resolutions will be proposed to re-elect each of Ms. Han Yuying and Mr. Ooi Soo Liat as an executive Director or an independent non-executive Director (as the case may be).

Biographical details of each of the Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

### CLOSURE OF REGISTER OF MEMBERS

The AGM will be held on Friday, 4 June 2021 at 10:00 a.m. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 1 June 2021 to Friday, 4 June 2021, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share



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## LETTER FROM THE BOARD

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certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 31 May 2021.

### **ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at No. 1 Tampines North Drive 3, #08-01, BHCC SPACE, Singapore 528499 on Friday, 4 June 2021 at 10:00 a.m. is set out on pages 16 to 20 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return it to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for holding the AGM (i.e. 10:00 a.m. on Wednesday, 2 June 2021 (Hong Kong Time)) 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 adjourned meeting thereof should you so desire.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors (including all the independent non-executive Directors) consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of  
**BHCC Holding Limited**  
**Mr. Yang Xinping**  
*Chairman*

**MS. HAN YUYING (“Ms. Han”)**

Ms. Han Yuying (韓玉英), aged 56, was appointed as the executive Director on 31 March 2017. Ms. Han is also a director of BHCC Construction Pte. Ltd. since November 2012, BHCC Space Pte. Ltd. since its incorporation and Wan Yoong since April 2015. Ms. Han joined the Group in November 2007 and is currently responsible for overseeing the tendering, contracts administration, purchasing departments, and providing guidance and management experience in contract negotiations. Ms. Han obtained a Bachelor’s Degree in Engineering from Hohai University, the People’s Republic of China in July 1988. She has more than 31 years of experience in the construction industry.

Pursuant to the service agreement dated 31 March 2021, the appointment of Ms. Han has been renewed for a term of three years commencing from 12 September 2020 and shall continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the service agreement, Ms. Han is entitled to (i) a remuneration of S\$35,000.00 for each month, subject to annual increment and any adjustment as the Board may, in compliance with the provisions of the Articles for the time being in force, determine from time to time in its absolute discretion; and (ii) a discretionary bonus in respect of her service as an executive Director. Ms. Han’s annual emoluments as executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Ms. Han holds 136,350,000 Shares through controlled corporation, representing approximately 17.04% of the total number of issued Shares.

As at the Latest Practicable Date, save as disclosed above, (i) Ms. Han did not have, and was not deemed to have, any other interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO (ii) Ms. Han did not have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years from the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Ms. Han confirmed there is no information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matters in relation to the re-election of Ms. Han that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**MR. OOI SOO LIAT (“MR. OOI”)**

Mr. Ooi Soo Liat (黃書烈), aged 76, was appointed as the independent non-executive Director on 17 August 2017. He is currently the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. Mr. Ooi has more than 20 years of stock broking and trading of securities. Mr. Ooi obtained a postgraduate diploma in business studies from the University of Sheffield, United Kingdom in June 1971 and a master of science in financial studies from the University of Strathclyde, United Kingdom in October 1976. He was admitted as an associate member and subsequently a fellow of the Institute of Cost & Management Accountants in May 1979 and March 1985 respectively.

Pursuant to the letter of appointment dated 31 March 2021, the appointment of Mr. Ooi has been renewed for a term of three years commencing from 12 September 2020 and shall continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other, subject to retirement by rotation and re-election at annual general meetings and removal by Shareholders pursuant to the Articles. Under the letter of appointment, Mr. Ooi is entitled to a remuneration of S\$21,819.96 per annum which is payable monthly and subject to review annually by the remuneration committee of the Company. Mr. Ooi’s annual emoluments as an independent non-executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Ooi did not have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company; (ii) Mr. Ooi did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications; and (iii) Mr. Ooi did not have, and was not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, Mr. Ooi confirmed that there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matters in relation to the re-election of Mr. Ooi that needs to be brought to the attention of the Shareholders and the Stock Exchange.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

### **1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES**

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the existing issued share capital of the Company remains unchanged as at the date of the AGM, that is, 800,000,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 80,000,000 Shares, representing 10% of the total number of the issued Shares as at the date of the AGM.

### **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

#### 4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2020, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

#### 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2020</b>		
April	0.192	0.152
May	0.150	0.103
June	0.130	0.101
July	0.170	0.110
August	0.170	0.131
September	0.180	0.145
October	0.185	0.136
November	0.172	0.125
December	0.135	0.117
<b>2021</b>		
January	0.154	0.117
February	0.139	0.102
March	0.425	0.111
April ( <i>up to the Latest Practicable Date</i> )	0.147	0.123

**6. DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

**7. DIRECTORS' UNDERTAKINGS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

**8. TAKEOVERS CODE**

If, as a result of a repurchase of Shares pursuant to the 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 a group of shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Set out below are the percentage interests of the Shareholders who/which are interested in more than 10% of the Shares in issue as at the Latest Practicable Date and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate:



Name	Type of interests	Number of Shares	Approximate	Approximate
			percentage of shareholding upon full exercise of the Repurchase Mandate	percentage of shareholding (Note 1)
Huada Developments Limited (“ <b>Huada</b> ”) (Note 2)	Beneficial owner	409,050,000	51.13%	56.81%
Mr. Yang Xinping (“ <b>Mr. Yang</b> ”) (Note 2)	Interest in controlled corporation	409,050,000	51.13%	56.81%
Ms. Chao Jie (“ <b>Ms. Chao</b> ”) (Note 2)	Interest of spouse	409,050,000	51.13%	56.81%
Eagle Soar Global Limited (“ <b>Eagle Soar</b> ”) (Note 3)	Beneficial owner	136,350,000	17.04%	18.94%
Ms. Han Yuying (“ <b>Ms. Han</b> ”) (Note 3)	Interest in controlled corporation	136,350,000	17.04%	18.94%
Mr. Liu Hai (“ <b>Mr. Liu</b> ”) (Note 3)	Interest of spouse	136,350,000	17.04%	18.94%

## Notes:

- As at the Latest Practicable Date, the total number of the issued Shares was 800,000,000 Shares.
- The entire issued share capital in Huada is legally and beneficially owned as to 80% by Mr. Yang and 20% by his spouse, Ms. Chao. Mr. Yang is deemed to be interested in the Shares in which Huada is interested in under Part XV of the SFO. Ms. Chao is the spouse of Mr. Yang. Ms. Chao is deemed to be interested in the Shares in which Mr. Yang is interested in under Part XV of the SFO.

3. The entire issued share capital in Eagle Soar is legally and beneficially owned by Ms. Han. Ms. Han is deemed to be interested in the Shares in which Eagle Soar is interested in under Part XV of the SFO. Mr. Liu is the spouse of Ms. Han. Mr. Liu is deemed to be interested in all the Shares in which Ms. Han is interested in under Part XV of the SFO.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code. In addition, the Company does not have any intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

#### **9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### **BHCC Holding Limited**

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

**(Stock Code: 1552)**

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of BHCC Holding Limited (the “**Company**”) will be held at No. 1 Tampines North Drive 3, #08-01, BHCC SPACE, Singapore 528499 at 10:00 a.m. on Friday, 4 June 2021 for the following purposes:

### **ORDINARY BUSINESS**

1. To receive, consider and approve the audited consolidated financial statements and report of the directors (the “**Directors**”) of the Company and the independent auditors’ report for the year ended 31 December 2020.
2. (a) To re-elect Ms. Han Yuying as an executive Director;  
  
(b) To re-elect Mr. Ooi Soo Liat as an independent non-executive Director; and  
  
(c) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Deloitte & Touche LLP as auditor of the Company and to authorise the board of Directors to fix their remuneration.

### **SPECIAL BUSINESS**

4. 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, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each (the “**Shares**”) in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
  
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  
- (d) 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 articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable law of the Cayman Islands to be held; and
  
- (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 by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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 the requirements of, or the

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## NOTICE OF THE ANNUAL GENERAL MEETING

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expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) the exercise by the Directors during the Relevant Period of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution 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 articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
  - (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.”

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## NOTICE OF THE ANNUAL GENERAL MEETING

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

“**THAT** subject to the ordinary resolutions no. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the total number of Shares repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the total number of issued Shares on the date of the passing of resolution no. 5.”

By Order of the Board  
**BHCC Holding Limited**  
**Mr. Yang Xinping**  
*Chairman*

Hong Kong, 30 April 2021

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and principal place of business in Singapore:*

No. 1 Tampines North Drive 3  
#08-01  
BHCC SPACE  
Singapore 528499

*Principal place of business in Hong Kong:*

19th Floor, Prosperity Tower  
39 Queen's Road Central  
Central  
Hong Kong

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one proxy or, if the member holds two or more Shares, to appoint more than one proxy, to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. 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.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the AGM (i.e. 10:00 a.m. on Wednesday, 2 June 2021 (Hong Kong time)) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In relation to proposed resolutions no. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular of the Company dated 30 April 2021.
6. The register of members of the Company will be closed from Tuesday, 1 June 2021 to Friday, 4 June 2021, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 31 May 2021.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board comprises Mr. Yang Xinping and Ms. Han Yuying as executive Directors; and Ms. Chan Bee Leng, Mr. Kwong Choong Kuen (Huang Zhongquan) and Mr. Ooi Soo Liat as independent non-executive Directors.*