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HUABAO INTERNATIONAL HOLDINGS LIMITED

華寶國際控股有限公司*

(於百慕達註冊成立之有限公司)

(股份代號：00336)

內幕消息

華寶香精股份有限公司

關於對深圳證券交易所關注函回覆的公告

本公告是華寶國際控股有限公司(「本公司」)根據香港聯合交易所有限公司證券上市規則第13.09條以及香港法例第571章證券及期貨條例第XIVA部項下的內幕消息條文而作出。

華寶香精股份有限公司(「華寶股份」)為本公司附屬公司而其股份於深圳證券交易所創業板上市(股票代碼：300741)。華寶股份已對深圳證券交易所創業板公司管理部下發的《關於對華寶香精股份有限公司的關注函》(創業板關注函〔2022〕第45號)(「關注函」)提供回覆(「回覆」)。關注函及華寶股份的回覆(以華寶股份於2022年1月27日在深圳證券交易所網站刊發公告的形式)之詳情以及關注函和回覆的英譯本分別載於本公告的附錄第一及第二部份。務請注意，有關關注函和回覆的公告是以中文撰寫而並無正式的英文版本。英譯本僅供參考。如中英文本有任何不一致之處，概以中文本為準。

本公司將適時作出進一步公告，以知會本公司股東及公眾人士有關事宜的進展。

本公司股東及公眾人士於買賣本公司股份時務請審慎行事。

承董事會命
華寶國際控股有限公司
執行董事
潘昭國

香港，2022年1月27日

於本公告日期，董事會由四名執行董事包括朱林瑤女士、林嘉宇先生、夏利群先生及潘昭國先生；以及三名獨立非執行董事包括李祿兆先生、麻雲燕女士及 Jonathan Jun YAN先生組成。

* 僅供識別

附錄
第一部份

证券代码：300741

证券简称：华宝股份

公告编号：2022-008

华宝香精股份有限公司

关于对深圳证券交易所关注函回复的公告

本公司及董事会全体成员保证公告内容不存在虚假记载、误导性陈述或者重大遗漏，并对其内容的真实性、准确性和完整性承担个别及连带责任。

华宝香精股份有限公司（以下简称“公司”）于 2022 年 1 月 24 日收到深圳证券交易所创业板公司管理部下发的《关于对华宝香精股份有限公司的关注函》（创业板关注函〔2022〕第 45 号）（以下简称“《关注函》”），公司对《关注函》中所提事项进行认真核查并回复，现将回复内容公告如下：

一、你公司截至目前就耒阳市监察委员会对朱林瑶的违法问题立案调查的具体事项所掌握的信息，其是否已对朱林瑶采取强制措施，并说明是否涉及公司责任，如是，请说明你公司是否涉嫌存在重大违法违规行为。

回复：

2022 年 1 月 26 日，公司从朱林瑶女士家属处获悉，朱林瑶女士已被执行指定居所监视居住，详见公司已披露的《关于公司实际控制人被立案调查的进展公告》。截至目前，公司未能知悉其被立案调查是否涉及公司责任，公司将持续关注进展情况并及时履行信息披露义务。

朱林瑶女士未在公司担任任何职务，公司始终按照相关法律、法规及规范性文件要求规范运营，持续加强以风险管理为导向的内部控制建设，截至目前，根据已知信息，公司未发现存在重大违法违规行为。

二、你公司所掌握的朱林瑶个人债务情况以及目前直接或间接持有公司股份质押或其他权利受限情况，包括债务金额、是否涉及公司责任、是否被提起诉讼、质押股份数量、质押融资金额、是否存在质押平仓风险、是否存在其他股权受限情形等。

回复：

（一）朱林瑶女士个人债务情况

截至本回复披露日，公司及朱林瑶女士家属均不清楚其个人债务情况。

（二）目前直接或间接持有公司股份质押或其他权利受限情况

截至本回复披露日，朱林瑶女士通过持股平台持有华宝国际控股有限公司（以下简称“华宝国际”）约 71%的股份，华宝国际通过华烽国际投资控股（中国）有限公司（以下简称“华烽中国”）、上海香悦科技发展有限公司（以下简称“香悦科技”）间接合计持有公司股份 500,000,000 股，占公司总股本 81.1846%。公司于 2022 年 1 月 27 日通过中国证券登记结算有限责任公司深圳分公司系统查询，华烽中国、香悦科技持有的公司股份均不存在质押情形。

经公司向直接或间接控股股东书面询问，朱林瑶女士目前直接或间接持有的公司股份不存在质押或其他权利受限情况。

三、请你公司充分评估朱林瑶被立案调查对公司控制权稳定性、财务及生产经营管理已产生及可能产生的影响，以及你公司已采取和拟采取的应对措施，并充分提示相关风险。

回复：

（一）对公司控制权稳定、财务及生产经营管理的影响

公司系华宝国际的控股子公司，华宝国际于 2006 年在香港联合交易所有限公司上市，其通过华烽中国、香悦科技间接合计持有公司 81.1846%的股份，相关股权均不存在质押以及其他权利受限情形。截至目前，朱林瑶女士被立案调查尚属于立案调查阶段，不会直接导致其持有的公司股权权属产生重大不确定性，亦不会直接对上市公司控制权稳定性产生不利影响。

截至 2021 年 9 月 30 日，公司资产负债率为 5.12%，账面货币资金余额为 200,520.16 万元，资金周转顺畅，目前不存在因上述事项对公司生产运营造成重大不利影响的情形。财务工作正在按公司制度有条不紊开展，财务对外披露工作能够及时准确披露。

公司核心业务突出，依靠在香精行业突出的技术优势获取领先的市场地位，主要通过招投标方式获取业务，生产经营合法合规，平稳运行。截至目前，公司营业收入稳定，生产部门根据订单及时生产并完成发货，生产经营未受到重大影响。由于朱林瑶女士未在公司担任任何职务，未参与公司的经营管理，截至目前，公司评估其被立案调查、被执行指定居所监视居住事项不会对公司日常生产经营活动产生重大不利影响。

若未来公司控制权稳定性、财务及生产经营管理情况发生重大变化，公司将根据相关规定及实际进展情况，及时履行信息披露义务并提示风险。

（二）公司已采取和拟采取的应对措施

自公司知悉相关事项起，严格控制内幕信息知情人范围，依照相关规定进行内幕信息知情人登记并履行信息披露义务，维护广大投资者合法权益。

同时，公司紧急召开专项会议，对生产经营、业务管理等方面做出部署，保障公司正常运营管控。

截至本回复披露日，公司尚不知悉所涉事项具体情况。公司对此事高度重视，将积极应对、保障正常生产经营，持续完善公司法人治理结构，提升公司规范运作水平，强化公司内部控制管理，及时根据进展情况及相关规定履行信息披露义务。

（三）风险提示

截至目前，公司控制权未发生变化，财务及生产经营管理情况亦未发生重大变化，请投资者理性投资，注意风险。若未来上述情况发生重大变化，公司将根据相关规定及实际进展情况，及时履行信息披露义务并提示风险。

公司股票价格不仅取决于公司的盈利水平及发展前景，也受到国家相关政策、宏观经济形势、市场供求关系、金融市场流动性、资本市场氛围、短期技术指标、投资者心理预期等多元因素影响。实际控制人被立案调查、被执行指定居所监视居住事项可能对投资者预期造成不利影响，使得公司股价出现波动情况。

公司股票于 2022 年 1 月 24 日、2022 年 1 月 25 日、2022 年 1 月 26 日连续三个交易日收盘价格跌幅偏离值累计达到 30%，根据深圳证券交易所的有关规定，属于股票交易异常波动的情形。公司提醒广大投资者应充分关注相关事项对公司股票带来的投资风险，并做出审慎判断。

四、请你公司自查并说明近期公司经营情况是否发生变化，是否存在应披露未披露的诉讼、资金占用、违规担保、银行账户被冻结等情形，并充分提示相关风险。

回复：经公司自查，公司近期各项生产经营活动正常，截至目前，公司生产经营有序，营业收入稳定，能够保持平稳运行。公司自上市以来对资金管理和担保行为严格按照上市公司相关规定执行，不存在应披露未披露的诉讼、资金占用、违规担保、银行账户被冻结等情形。公司将持续关注相关事项，并根据相关规定及实际进展情况，及时履行信息披露义务、提示风险。

五、请核实你对前述事项的具体知悉时点，说明是否存在未及时履行信息披露义务及内幕信息提前泄漏的情形。

回复：

（一）公司对前述事项的具体知悉时点

公司于 2022 年 1 月 23 日收到耒阳市监察委员会对朱林瑶女士的立案通知书。

（二）关于不存在未及时履行信息披露义务及内幕信息提前泄漏的说明

公司于 2022 年 1 月 23 日知悉相关事项，并于 2022 年 1 月 24 日早间上传相关公告，公告于当日披露于巨潮资讯网。

公司在知悉实际控制人朱林瑶女士被立案调查起，即根据相关规定对内幕信息知情人姓名、知情时间及知情内容等信息进行了全面登记。

经公司及内幕信息知情人自查，公司及内幕信息知情人在知悉相关内幕信息后，严格履行保密义务，均不存在内幕信息提前泄露的情况。

因此，公司不存在未及时履行信息披露义务及内幕信息提前泄漏的情形。

六、请你公司自查并说明你公司董事、监事、高级管理人员、持股 5%以上股东近 1 个月买卖你公司股票的情况，是否存在内幕交易情形，同时向我部补充报备内幕信息知情人及自查报告。

回复：截至本回复披露日，除公司董事林嘉宇先生尚未回复外，公司其他董事、监事、高级管理人员、持股 5%以上股东近 1 个月不存在买卖公司股票的情况，不存在内幕交易情形。同时，公司通过中国证券登记结算有限责任公司深圳分公司系统查询，包括林嘉宇先生在内的前述人员及股东亦不存在买卖公司股票的情况。公司已补充报备内幕信息知情人及自查报告。

七、你认为应当说明的其他情况。

回复：2022 年 1 月 27 日下午，公司收到衡阳县监察委员会立案通知书，其决定对公司董事林嘉宇先生的违法问题立案调查。随后，公司从林嘉宇先生家属处获悉，其目前被长沙县公安局执行指定居所监视居住。具体情况详见公司同日披露的《华宝香精股份有限公司关于公司董事被立案调查的公告》，敬请广大投资者理性投资，注意投资风险。

截至目前，除上述事项外，公司无应当说明的其他情况。若公司发生应当披露的重大事项，公司将根据相关规定及实际进展情况，及时履行信息披露义务并提示风险。

特此公告。

华宝香精股份有限公司

董事会

2022年1月27日

Stock Code: 300741 Stock Short Name: Huabao Holdings Announcement No.: 2022-008

Huabao Flavours & Fragrances Co., Ltd.,

Announcement on

Responses to the Letter of Concern from Shenzhen Stock Exchange

The Company and all members of the board of directors guarantee that this announcement does not contain any false statement, misleading statement or material omission, and individually and collectively accept responsibility for the authenticity, accuracy and completeness of its contents.

On 24 January 2022, Huabao Flavours & Fragrances Co., Ltd., (the "Company") received 《关于对华宝香精股份有限公司的关注函》 (Letter of Concern to Huabao Flavours & Fragrances Co., Ltd.) (ChiNext Letter of Concern [2022] No.45) (the "Letter of Concern") issued by the Department of ChiNext Market Compliance and Disclosure of the Shenzhen Stock Exchange (深圳证券交易所创业板公司管理部). The Company has carefully reviewed and replied to the concerns raised in the Letter of Concern. The responses are hereby announced as follows:

1. The information whether the Company has obtained so far the specific matters regarding the investigation initiated by Leiyang City Supervisory Committee against CHU Lam Yiu's violation activities, whether the Committee has taken mandatory measures against CHU Lam Yiu, and whether it is the Company's responsibility, and if so, whether the Company is suspected of having committed any material violation acts.

Re:

On 26 January 2022, the Company was informed by Ms. CHU Lam Yiu's family that Ms. CHU Lam Yiu had been placed under residential surveillance at a designated location, as detailed in 《关于公司实际控制人被立案调查的进展公告》 (Announcement on the Investigation of the Company's De Facto Controller) disclosed by the Company. Up to now, the Company is not aware of whether the subject investigation involved the Company's responsibility. The Company will continue to monitor the development of

the case and fulfill its obligations of information disclosure in a timely manner.

Ms. CHU Lam Yiu does not hold any position in the Company. The Company has all along been operating in accordance with the requirements of relevant laws, regulations and normative documents, and has continuously strengthened its internal control development oriented to risk management. Up to now, based on known information, the Company has not identified any material violations of laws and regulations.

2. The Company's knowledge of the personal indebtedness of CHU Lam Yiu and the pledged shares or other restricted rights held directly or indirectly by CHU Lam Yiu, including the amount of debt, whether the Company is responsible, whether litigation has been instituted, the number of pledged shares, the amount of pledged financing, whether there is a risk of squaring off the pledged position, and whether there are other restricted shares.

Re:

(i) Personal Indebtedness of Ms. CHU Lam Yiu

As at the date of disclosure of these responses, neither the Company nor Ms. CHU Lam Yiu's family is aware of her personal indebtedness.

(ii) Existing Direct or Indirect Pledge of the Company's Share or Other Restriction of Right

As at the date of disclosure of these responses, Ms. CHU Lam Yiu holds approximately 71% of the shares of Huabao International Holdings Limited ("Huabao International") through the shareholding platform. Huabao International indirectly holds 500,000,000 shares of the Company (representing 81.1846% of the total share capital of the Company) in aggregate through Smart Sino International Investment Holding (China) Co., Ltd. ("Smart Sino") and Shanghai Sunway Industrial Co., Ltd. ("Sunway Industrial"). On 27 January 2022, the Company searched through the system of China Securities Depository and Clearing Corporation Limited, Shenzhen Branch and found that none of the shares of the Company held by Smart Sino and Sunway Industrial were pledged.

Upon written enquiry by the Company to the direct and indirect controlling shareholder, there are no pledge or other restricted rights to the Company's shares

currently held by Ms. CHU Lam Yiu, directly or indirectly.

3. Please fully assess the impact that the investigation initiated in CHU Lam Yiu has and may have on the stability of control, financial position and production operations and management of the Company, and the countermeasures taken and proposed to be taken by the Company, and fully disclose the relevant risks.

Re:

(i) Impact on Stability of Control, Financial Position and Production Operations and Management of the Company

The Company is a holding subsidiary of Huabao International, which was listed on The Stock Exchange of Hong Kong Limited in 2006, and indirectly holds a total of 81.1846% of the shares of the Company through Smart Sino and Sunway Industrial. None of the relevant equity interests are pledged or had other restricted rights. To date, the case of Ms. CHU Lam Yiu is still under investigation, which will not directly lead to material uncertainty in the ownership of her shareholding in the Company, nor will it directly and adversely affect the stability of the control of the listed company.

As at 30 September 2021, the Company's gearing ratio was 5.12% while the balance of its carrying monetary funds was RMB2,005,201,600, which indicates a sound cash flow. At present, there is no material adverse impact on the production and operation of the Company as a result of the above concerns. The financial affairs are being carried out in an orderly manner in accordance with the Company's system, and the financial disclosure can be made in a timely and accurate manner.

With our outstanding core business, the Company leverages its extraordinary technical advantages in the flavours and fragrance industry to secure a leading market position, and obtains business mainly through the method of bidding. Production and operation are legal and in compliance with regulations and operate smoothly. Up to the present date, the Company's operating income has been stable, and the production department has completed production and delivery in a timely manner according to orders, without any significant impact on production and operation. As Ms. CHU Lam Yiu does not hold any position in the Company and is not involved in the operation and management of the Company, to date, the Company assesses that the matter of her being investigated and being placed under residential surveillance at a designated location (指定居所监视居住) will not have material adverse impact on the daily

production and operation activities of the Company.

In the event of any material change in the stability of control, financial position and production, operations and management of the Company in the future, the Company will fulfill its obligations of information disclosure and promptly indicate the risks in accordance with the relevant regulations and actual development.

(ii) The Countermeasures Taken and Proposed to be Taken by the Company

Since becoming aware of the relevant matters, the Company has strictly controlled the scope of insiders, registered insiders and fulfilled its information disclosure obligations in accordance with relevant regulations to secure the legitimate rights and interests of investors.

Meanwhile, the Company initiated the emergency plan and held special meetings to make arrangements for production and operation, business management and other aspects to ensure the normal operation control of the Company.

As of the date of disclosure of these responses, the Company is not aware of the details of the matters involved. The Company attaches great importance to this matter. While striving to give active response, it will also ensure normal production and operation, continue to improve the corporate governance structure and the standard operating level of the Company, strengthen the Company's internal control management and fulfill its information disclosure obligations in a timely manner in accordance with the development and relevant regulations.

(iii) Risk Warning

Up to date, there has been no change in the control of the Company, nor has there been any material change in the financial position and production operations and management of the Company. Investors are advised to invest rationally and be aware of the risks involved. In the event of any material change in the above-mentioned circumstances in the future, the Company will fulfill its obligations of information disclosure and promptly indicate the risks in accordance with the relevant regulations and actual development.

The share price of the Company not only depends on its profitability and development prospects but is also affected by various factors such as relevant national policies, macroeconomic situation, market supply and demand, financial market

liquidity, capital market atmosphere, short-term technical indicators and investors' sentiments and expectations. The fact that the actual controller has been placed under investigation and residential surveillance at a designated location may adversely affect the investors' expectations, causing fluctuations in the Company's share price.

The closing price decline of the Company's shares for three consecutive trading days on 24 January 2022, 25 January 2022, and 26 January 2022 decreased with a cumulative deviation of 30%, which, according to the relevant regulations of the Shenzhen Stock Exchange, was an unusual stock trading fluctuation. Investors are advised to exercise prudent judgements with regard to the investment risks in the Company's shares arising from the relevant matters.

4. Please check and explain whether there are any changes in the Company's operation and whether there are circumstances such as any undisclosed litigations, misappropriation of funds, non-compliance with guarantees and frozen bank accounts, and fully disclose the relevant risks.

Re: As a result of the Company's self-inspection, the Company's recent production and operation activities are normal. Up to the present date, the Company's production and operation are sound with steady operating income and be able to maintain stable operation. Since the listing of the Company, the fund management and guarantee behavior have been carried out in strict compliance with the relevant regulations of the listed company. There are no circumstances such as undisclosed litigations, misappropriation of funds, non-compliance with guarantees or frozen bank accounts. The Company will continue to pay attention to the relevant matters and fulfill its obligations of information disclosure and risk warning in a timely manner according to the relevant regulations and actual progress.

5. Please verify the specific time point of the Company's knowledge of the aforementioned matters, and explain whether there is any failure to comply with information disclosure obligations in a timely manner and any early leakage of inside information.

Re:

- (i) The specific time point of the Company's knowledge of the aforementioned matters

The Company received a case filing notice of Leiyang City Supervisory Committee 《耒阳市监察委员会立案通知书》 (Leiyang City Supervisory Committee) against Ms. CHU Lam Yiu on 23 January 2022.

- (ii) Explanation on why there was no failure to comply with information disclosure obligations in a timely manner and early leakage of inside information

The Company became aware of the relevant matters on 23 January 2022 and uploaded the relevant announcement on the morning of 24 January 2022, which was disclosed on Juchao Website on the same day.

As soon as the Company became aware that Ms. CHU Lam Yiu, the de facto controller, was under investigation, it registered information such as the names of insiders, when the information was obtained and the content of the information in accordance with relevant regulations.

As a result of self-inspection by the Company and insiders, the Company and insiders have strictly fulfilled their confidentiality obligations after becoming aware of the relevant inside information, and there is no early leakage of inside information.

Therefore, there was no failure of the Company to comply with information disclosure obligations in a timely manner and early leakage of inside information.

6. Please conduct self-inspection and explain how the Company's directors, supervisors, senior management, shareholders holding more than 5% of the shares have traded the Company's shares in the past month, whether there is insider trading and submit a supplementary report on insiders and self-inspection report.

Re: As of the date of the Response, except for Mr. LAM Ka Yu, a director of the Company, who has not yet responded, there was no trading of the Company's shares by the Company's other directors, supervisors, senior management and shareholders holding more than 5% of the shares in the past month, and there was no insider trading. At the same time, after making inquiries through China Securities Depository and Clearing Corporation Limited, Shenzhen Branch, there was no trading of the Company's shares by the aforesaid personnel, including Mr. LAM Ka Yu, and shareholders. The Company has submitted a supplementary report on insiders and a self-inspection report.

7. Other circumstances that should be explained.

Re: In the afternoon of 27 January 2022, the Company received a case filing notice of Hengyang County Supervisory Committee 《衡阳县监察委员会立案通知书》 (Hengyang County Supervisory Committee), which decided to investigate the violation activities of Mr. LAM Ka Yu, a director of the Company. Subsequently, the Company learned from Mr. LAM Ka Yu's family that he is currently under residential surveillance by the Changsha County Public Security Bureau. For details, please refer to 《华宝香精股份有限公司关于公司董事被立案调查的公告》 (Announcement on the Investigations of the Directors of Huabao Flavours & Fragrances Co., Ltd.) disclosed by the Company on the same day, and investors are advised to invest rationally and pay attention to investment risks.

Up to now, save as disclosed above, the Company has no other circumstances that should be explained. If a material event that should be disclosed occurs to the Company, the Company will fulfill the obligation of information disclosure in a timely manner in accordance with relevant regulations and actual progress, and issue risk warnings.

Announcement is hereby given.

Huabao Flavours & Fragrances Co., Ltd

Board of Directors

27 January 2022