

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



Hilong Holding Limited
海隆控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1623)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “Meeting”) of Hilong Holding Limited (the “Company”) will be held at Meeting Room of 20/F, Office Building No.1 Shimao International Centre, No. 13 Gongti North Road, Chaoyang District, Beijing, China on Friday, 24 June 2022 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2021.
2. To re-elect the retiring directors:
 - (a) To re-elect Mr. ZHANG Jun as director.
 - (b) To re-elect Ms. ZHANG Shuman as director.
 - (c) To re-elect Dr. YANG Qingli as director.
3. To authorise the board of directors to fix the remuneration of the directors.
4. To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this resolution, a general and unconditional mandate be and is hereby given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to repurchase its

* *For identification purposes only*

own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;

- (b) the aggregate number of shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above of this resolution during the Relevant Period shall not exceed 10 per cent of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution) and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose 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 unless the authority is renewed at such meeting;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) 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.”

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

“THAT

- (a) subject to paragraph (b) of this resolution, a general and unconditional mandate be and is hereby given to the directors of the Company (the “Directors”) to exercise all the powers of the Company to issue, allot and deal with the unissued shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period (as hereinafter defined) in accordance with all applicable laws, rules and regulations;

- (b) the aggregate number of shares issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to the following, shall not exceed 20 per cent of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution) and the approval in paragraph (a) of this resolution shall be limited accordingly:
- (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of options under a share option scheme;
 - (iii) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
 - (iv) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (c) for the purpose 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 unless the authority is renewed at such meeting;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) 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.

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

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

“**THAT** conditional upon the passing of ordinary resolutions 5 and 6 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 6 to exercise the powers of the Company to issue, allot and deal with the unissued shares of the Company be and is hereby extended by the addition thereto the number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 5, provided that such number in aggregate shall not exceed 10 per cent of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

For and on behalf of the Board
Hilong Holding Limited
ZHANG Jun
Chairman

22 April 2022

Notes:

1. All resolutions at the Meeting will be taken by poll pursuant to article 66 of the articles of association of the Company. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
2. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent 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 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 thereof, must be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. not later than 10:00 a.m. on Wednesday, 22 June 2022 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting and at any adjournment thereof and, in such event, the form of proxy will be deemed to be revoked.
4. For determining the qualification as shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 June 2022.

5. In order to facilitate the prevention and control of the spread of the coronavirus (COVID-19) pandemic and to better protect the safety and health of the shareholders of the Company, the Company strongly encourages shareholders of the Company to consider appointing the Chairman of the Meeting as his/her/its proxy to vote on the resolutions as an alternate to attending in person.

In order to enhance transparency and encourage interactivity between the Board and the shareholders of the Company, the following special arrangement will be implemented at the Meeting:

- (a) To enable shareholders of the Company to participate in the Meeting, shareholders of the Company not attending the Meeting in person may join a live streaming webcast of the Meeting through Tencent Meeting (<https://meeting.tencent.com/dm/V17fIIN8rGEx>), which can be accessed using computers, mobile phones, tablets or any devices installed with the relevant app, where they can view and listen to the Meeting as well as submit questions online via online platform, which allows the shareholders of the Company to participate at the Meeting in a convenient and efficient way from anywhere with an internet connection.

Shareholders will be able to access the live webcast using Tencent Meeting at the start of the Meeting until its conclusion. Please follow the instructions on the landing page on how to access the webcast. Shareholders are recommended to register his/her/their name shown on his/her/their identity documents to access the webcast through the Tencent Meeting for identification purpose.

- (b) Shareholders should note that viewing the live streaming webcast of the Meeting via online platform **will not be counted towards a quorum nor will they be able to cast their votes online** (but can vote by proxy in the manner described elsewhere in this circular). Shareholders who wish to vote are strongly encouraged to appoint the chairman of the Meeting as their proxy to vote on the relevant resolutions at the Meeting by completing and returning the relevant proxy form in accordance with the instructions therein not less than 48 hours before the time appointed for the holding of the Meeting (i.e. no later than 10:00 a.m. on Wednesday, 22 June 2022, Hong Kong time) or any adjournment thereof.
- (c) The Board values the opportunity of communicating with the shareholders of the Company, and the Meeting will be an important mean of communication for the shareholders of the Company to express their opinions by asking questions. Shareholders of the Company can submit questions via Chat function during the Meeting/via the live dialogue function during the Q & A section at the Meeting. The Board will arrange for as many of the questions asked to be answered as possible at the Meeting.

The Company will keep monitoring the evolving COVID-19 situation and may implement additional measures which, if any, will be announced closer to the date of the Meeting.

As at the date of this notice, the executive directors of the Company are Mr. ZHANG Jun and Mr. WANG Tao (汪濤); the non-executive directors are Ms. ZHANG Shuman, Dr. YANG Qingli and Mr. CAO Hongbo; and the independent non-executive directors are Mr. WANG Tao (王濤), Mr. WONG Man Chung Francis and Mr. SHI Zheyuan.