

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



滙力集團

HUILI GROUP

**Huili Resources (Group) Limited**

滙力資源(集團)有限公司

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

**(Stock Code: 1303)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Huili Resources (Group) Limited (the “**Company**”) will be held at 11:30 a.m. on 10 June 2022 at Room 2805, 28/F., Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2021.
2. (A) To re-elect Mr. Cui Yazhou as an executive Director;  
  
(B) To re-elect Mr. Ye Xin as an executive Director;  
  
(C) To re-elect Mr. Cao Ye as a non-executive Director;  
  
(D) To re-elect Ms. Huang Mei as an independent non-executive Director; and  
  
(E) To authorise the board of Directors (the “**Board**”) of the Company to fix the Directors’ remuneration.
3. To appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (a) subject to sub-paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares of the Company (the **“Shares”**) and to make or grant offers, agreements and options, including warrants, bonds, notes and debentures convertible into Shares which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, the memorandum and articles of association of the Company and the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above shall be in addition to any authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into Shares) which would or 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 an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) above, otherwise than (i) pursuant to a Rights Issue (as hereinafter defined); or (ii) any issue of Shares on the exercise of rights of subscription or conversion under the terms of any warrants or similar rights issued by the Company or any bonds, notes, debentures and securities which are convertible into Shares; or (iii) an issue of Shares under any share option scheme or similar arrangement providing for the grant to employees (including Directors) of the Company and/or any of its subsidiaries of the rights to subscribe for Shares; or (iv) an issue of Shares in lieu of the whole or part of a dividend on share in accordance with the articles of association of the Company, shall not exceed 20 per cent of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval 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 or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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 law of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

(B) “**THAT**:

- (a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the Directors;
- (c) the total number of Shares to be bought back by the Company pursuant to the approval in sub-paragraphs (a) and (b) above shall not exceed 10 per cent of the total number of issued Shares as at the date of passing this resolution, and the said approval 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 or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT**, conditional upon resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting being passed, the total number of Shares which are bought back by the Company under the authority granted to the Directors pursuant to and in accordance with the said resolution numbered 4(B) above shall be added to the total number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to and in accordance with the resolution numbered 4(A) as set out in the notice convening this meeting.”

### **SPECIAL RESOLUTION**

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** the articles of association of the Company (the “**Articles of Association**”) be amended in the manner as set out in the circular of the Company dated 29 April 2022 (the “**Circular**”) and the amended and restated Articles of Association in the form of the document marked “A” and produced to the Annual General Meeting and for the purpose of identification initialed by the chairman of the Annual General Meeting, which consolidates all the Proposed Amendments (as defined in the Circular), be approved and adopted as the amended and restated Articles of Association in substitution for and to the exclusion of the existing Articles of Association with immediate effect and that the Directors or the company secretary be and are hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the amended and restated Articles of Association.”

By Order of the Board  
**Huili Resources (Group) Limited**  
**Xiang Siying**  
*Chairlady*

Hong Kong, 29 April 2022

*Registered office:*  
Cricket Square  
Hutchins Drive, PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*  
Room 2805, 28/F  
Harbour Centre  
No. 25 Harbour Road  
Hong Kong

*Notes:*

- (1) The register of members of the Company (the “**Register of Members**”) will be closed from 7 June 2022 to 10 June 2022, both days inclusive, during which period no transfer of the Shares can be registered. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 6 June 2022.
- (2) A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.
- (3) In the case of joint holders of any Share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such Share shall alone be entitled to vote in respect thereof.
- (4) 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 or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 11:30 a.m. on 8 June 2022, or not less than 48 hours before the time appointed for holding any adjourned meeting (if applicable). Completion and return of the form or proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof should they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on 10 June 2022, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (“**COVID-19**”) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection including, but not limited to:

- (i) compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue;

(ii) the Company encourages that each attendee is mandatorily required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats; and

(iii) no refreshments will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and returning the proxy form attached to this document. Shareholders who choose to do so should take action as soon as possible to ensure the proxy instructions reach our branch share registrar and transfer office in Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our registered office or to our email at enquiry@huili.hk. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong as follows:

**Tricor Investor Services Limited**

Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Tel: (852) 2980 1333

Fax: (852) 2810 8185

Shareholders are in any event asked (a) to consider carefully the risk of attending the Annual General Meeting, which will be held in an enclosed environment; (b) to follow any requirements or guidelines of the Hong Kong Government relating to COVID-19 in deciding whether or not to attend the Annual General Meeting; and (c) not to attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

*As at the date of this announcement, the Board comprises of four executive Directors, namely, Mr. Cui Yazhou, Ms. Wang Qian, Mr. Ye Xin and Mr. Zhou Jianzhong; one non-executive Director, namely, Mr. Cao Ye; and three independent non-executive Directors, namely, Ms. Xiang Siying (Chairlady), Ms. Huang Mei and Mr. Chan Ping Kuen.*