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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, bank manager, solicitor, professional accountant, or other professional adviser.

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

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HUAZHANG TECHNOLOGY HOLDING LIMITED

華章科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1673)

**ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND REPORTS OF DIRECTORS AND INDEPENDENT AUDITOR,
RE-APPOINTMENT OF AUDITOR AND
NOTICE OF ADJOURNED ANNUAL GENERAL MEETING**

This circular together with a form of proxy will remain on the website of the Company at <http://www.hzeg.com>.

A notice convening the Adjourned AGM to be held at Suite 901, 9/F, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Hong Kong on 7 March 2023, at 10:00 a.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the Adjourned AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Adjourned AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Adjourned AGM or any adjournment thereof if you so wish.

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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6 February 2023

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE ADJOURNED ANNUAL GENERAL MEETING	ii
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	2
Adoption of Audited Consolidated Financial Statements and Reports of the Directors and Independent Auditor	3
Re-appointment of the Auditor	3
Adjourned Annual General Meeting	3
Closure of Register of Members	4
Recommendations	4
General	4
NOTICE OF ADJOURNED ANNUAL GENERAL MEETING	5

PRECAUTIONARY MEASURES FOR THE ADJOURNED ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (COVID-19) pandemic and the requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Adjourned AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (a) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the Adjourned AGM venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the Adjourned AGM venue or be required to leave the Adjourned AGM venue to the extent permitted by law.
- (b) Any person who is subject to quarantine order will be denied entry into, or be required to leave, the Adjourned AGM venue to the extent permitted by law.
- (c) Any person who (a) has travelled outside Hong Kong within 14 days immediately before the Adjourned AGM (“**Recent Travel History**”); (b) is subject to quarantine or self-quarantine in relation to COVID-19; or (c) has close contact with any person under quarantine or with Recent Travel History shall not attend the Adjourned AGM to the extent permitted by law.
- (d) Every attendee is required to wear surgical face mask inside the Adjourned AGM venue at all times, and to maintain a safe distance between seats.
- (e) Seating at the Adjourned AGM venue will be arranged so as to allow for appropriate social distancing.
- (f) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the Adjourned AGM venue or require any person to leave the Adjourned AGM venue in order to ensure the safety of the attendees at the Adjourned AGM.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Adjourned AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Adjourned AGM as their proxy to vote on the relevant resolutions at the Adjourned AGM instead of attending the Adjourned AGM in person.

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“2022 Annual Report”	the annual report of the Company for the year ended 30 June 2022
“2022 Audited Annual Results”	the audited consolidated annual results of the Group for the year ended 30 June 2022
“Adjourned AGM”	the adjourned annual general meeting of the Company to be held at Suite 901, 9/F, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Hong Kong on 7 March 2023 at 10:00 a.m.
“Board”	the board of Directors
“Company”	Huazhang Technology Holding Limited, a company incorporated under the laws of the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM; for the avoidance of doubt, the Main Board excludes GEM
“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

LETTER FROM THE BOARD



HUAZHANG TECHNOLOGY HOLDING LIMITED

華章科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1673)

Executive Directors:

Mr. Fang Hui
Mr. Chen Hongwei

Non-executive Director:

Mr. Shi Chenghu

Independent Non-executive Directors:

Mr. Heng, Keith Kai Neng
Mr. Yao Yang Yang
Ms. Zhang Dong Fang

Registered office:

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

*Principal place of business
in Hong Kong:*

Suite 901, 9/F
Ocean Centre
5 Canton Road
Tsim Sha Tsui
Hong Kong

6 February 2023

To the Shareholders

Dear Sir or Madam

**ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND REPORTS OF DIRECTORS AND INDEPENDENT AUDITOR,
RE-APPOINTMENT OF AUDITOR AND
NOTICE OF ADJOURNED ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Adjourned AGM which, among other matters, the ordinary resolutions (i) to adopt the audited consolidated financial statements and the reports of the Directors and independent auditor of the Group for the year ended 30 June 2022, and (ii) to consider the re-appointment of auditor of the Company.

LETTER FROM THE BOARD

ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND INDEPENDENT AUDITOR

References are made to the announcements of the Company dated 30 September 2022, 3 October 2022 and 4 November 2022 in relation to, among others, delay in the publication of the 2022 Audited Annual Results and the despatch of the 2022 Annual Report; and the circular of the Company dated 28 November 2022 in relation to, among others, the delay in transaction of the resolutions (i) to receive, consider and adopt the audited consolidated financial statements and reports of the Directors and independent auditor of the Company for the year ended 30 June 2022 and (ii) to re-appoint auditor of the Company.

As there was a delay in the publication of the 2022 Audited Annual Results and the despatch of the 2022 Annual Report, the resolutions considering (i) to receive, consider and adopt the audited consolidated financial statements and reports of the Directors and independent auditor of the Company and (ii) to re-appoint auditor of the Company were not considered at the annual general meeting held on 30 December 2022 and would be transacted in an adjourned annual general meeting to be held subject to further notice.

The Company is pleased to announce that the audit process of the Group for the year ended 30 June 2022 has been completed and the 2022 Annual Report has been despatched to the Shareholders on 6 February 2023.

RE-APPOINTMENT OF THE AUDITOR

KTC Partners CPA Limited will retire as the auditor of the Company at the Adjourned AGM and, being eligible, offer themselves for re-appointment.

The Board has proposed to re-appoint KTC Partners CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

ADJOURNED ANNUAL GENERAL MEETING

The notice of the Adjourned AGM is set out on pages 5 to 6 of this circular. At the Adjourned AGM, ordinary resolutions in respect of the receiving, consideration and adoption of the audited consolidated financial statements and the reports of the directors and the independent auditor of the Group for the year ended 30 June 2022 and the re-appointment of KTC Partners CPA Limited as auditor of the Company will be proposed.

A form of proxy for use at the Adjourned AGM is enclosed herewith. If you are unable to attend and/or vote at the Adjourned AGM in person, you are requested to complete the form of proxy and return it to the Company's registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Adjourned AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Adjourned AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, every resolution put to the vote at the Adjourned AGM will be taken by way of poll. An announcement on the poll vote results will be made by the Company after the Adjourned AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 2 March 2023 (Thursday) to 7 March 2023 (Tuesday), both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Adjourned AGM. In order to be eligible to attend and vote at the Adjourned AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 1 March 2023 (Wednesday).

During the period mentioned above, no transfers of shares will be registered.

RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the Adjourned AGM are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

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 resolution to be proposed at the Adjourned AGM.

Yours faithfully

On behalf of the Board

HUAZHANG TECHNOLOGY HOLDING LIMITED

Fang Hui

Executive Director

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING



HUAZHANG TECHNOLOGY HOLDING LIMITED

華章科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1673)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the adjourned annual general meeting (the “**Adjourned AGM**”) of Huazhang Technology Holding Limited (the “**Company**”) will be held at Suite 901, 9/F, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Hong Kong on 7 March 2023 (Tuesday), at 10:00 a.m., to consider and, if thought fit, to pass the following as ordinary resolutions:

1. To receive and consider the audited financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 30 June 2022; and
2. To re-appoint KTC Partners CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the board of directors of the Company to fix their remuneration.

By order of the Board
HUAZHANG TECHNOLOGY HOLDING LIMITED
Yeung Wing Yan
Company Secretary

Hong Kong, 6 February 2023

Notes:

- (1) Any member entitled to attend and vote at the Adjourned AGM is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the Adjourned AGM is enclosed.

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

- (4) 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 such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Adjourned AGM or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Adjourned AGM or adjourned meeting.
- (5) For the purpose of ascertaining shareholders' entitlement to attend and vote at the Adjourned AGM, the register of members of the Company will be closed from 2 March 2023 (Thursday) to 7 March 2023 (Tuesday), both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Adjourned AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 1 March 2023 (Wednesday) for registration.
- (6) According to Rule 13.39(4) of the Listing Rules, the voting at the Adjourned AGM will be taken by poll.

As at the date of this notice, the executive Directors are Mr. Fang Hui and Mr. Chen Hongwei, the non-executive Director is Mr. Shi Chenghu and the independent non-executive Directors are Mr. Heng, Keith Kai Neng, Mr. Yao Yang Yang and Ms. Zhang Dong Fang.