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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 Helens International Holdings Company Limited, 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.

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Helens International Holdings Company Limited
海倫司國際控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 9869)

**PROPOSED DECLARATION AND PAYMENT
OF
INTERIM DIVIDEND
OUT OF THE SHARE PREMIUM ACCOUNT
AND
PROPOSED ELECTION OF EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the Extraordinary General Meeting of Helens International Holdings Company Limited to be held at 6th Floor — Lecture Hall, Building B2, Guanggu Chongwen Centre Phase I, No. 792 Gaoxin Avenue, East Lake New Technology Development Zone, Wuhan, Hubei Province, PRC on Friday, September 15, 2023 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Extraordinary General Meeting, please complete and sign the enclosed form of proxy for use at the Extraordinary General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Extraordinary General Meeting (i.e. not later than 10:00 a.m. on Wednesday, September 13, 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.helensbar.com).

August 28, 2023

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Act”	the Companies Act (as amended) of the Cayman Islands
“Company”	Helens International Holdings Company Limited (海倫司國際控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on January 16, 2018, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 6th Floor — Lecture Hall, Building B2, Guanggu Chongwen Centre Phase I, No. 792 Gaoxin Avenue, East Lake New Technology Development Zone, Wuhan, Hubei Province, PRC on Friday, September 15, 2023 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which are set out on pages 10 to 11 of this circular, or any adjournment thereof
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Interim Dividend”	the proposed interim dividend for the six months ended June 30, 2023 of RMB0.1162 per ordinary share of the Company in issue as recommended by the Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

DEFINITIONS

“Record Date”	September 25, 2023, the date for determining entitlement to the Interim Dividend
“Register of Members”	the register of members of the Company
“Share(s)”	ordinary shares of the Company with a nominal value of US\$0.0000000001 each
“Shareholder(s)”	holder(s) of Share(s)
“Share Premium Account”	the share premium account of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Helens International Holdings Company Limited
海倫司國際控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 9869)

Executive Directors:

Mr. Xu Bingzhong
(Chairman and Chief Executive Officer)
Ms. Lei Xing
Ms. Cai Wenjun
Ms. Yu Zhen

Registered Office:

3-212 Governors Square
23 Lime Tree Bay Avenue
P.O. Box 30746, Seven Mile Beach
Grand Cayman KY1-1203
Cayman Islands

Independent Non-executive Directors:

Mr. Li Dong
Mr. Wang Renrong
Mr. Wong Heung Ming Henry

*Headquarters and Principal Place of
Business in China:*

Building B2
Guanggu Chongwen Centre Phase I
No. 792 Gaoxin Avenue
East Lake New Technology Development Zone
Wuhan
Hubei Province
PRC

Principal Place of Business in Hong Kong:

3/F, H8
Hau Fook Street
Tsim Sha Tsui, Kowloon
Hong Kong

August 28, 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED DECLARATION AND PAYMENT
OF
INTERIM DIVIDEND
OUT OF THE SHARE PREMIUM ACCOUNT
AND
PROPOSED ELECTION OF EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Extraordinary General Meeting to be held on September 15, 2023.

2. PROPOSED DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

As stated in the Company's announcement dated August 25, 2023, the Board has recommended declaration and payment of an interim dividend for the six months ended June 30, 2023 of RMB0.1162 per Share out of the Share Premium Account pursuant to Articles 14(h) and 159 of the Articles of Association and in accordance with the Companies Act. For details of the proposed payment of interim dividend, please refer to the Company's announcement dated August 25, 2023.

As at June 30, 2023, based on the unaudited interim condensed consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately RMB2,860 million.

As of the date of the circular, the Company has 1,266,901,524 Shares in issue.

Assuming that there will be no change in the share capital of the Company from the date of the circular up to the Record Date, the Interim Dividend in the aggregate amount of approximately RMB147 million will be paid out of the Share Premium Account. Following the payment of the Interim Dividend, approximately RMB2,713 million will remain standing to the credit of the Share Premium Account.

Conditions to the Payment of the Interim Dividend out of the Share Premium Account

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Interim Dividend out of the Share Premium Account pursuant to Article 14(h) of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

LETTER FROM THE BOARD

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on or about October 17, 2023 to the Shareholders whose names appear on the Register of Members at the close of business on the Record Date.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Interim Dividend will not be paid.

Reasons for and effect of the payment of the Interim Dividend out of the Share Premium Account

The Board considers it appropriate to distribute the Interim Dividend in recognition of Shareholders' support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the Interim Dividend be paid out of the Share Premium Account in accordance with Article 14(h) of the Articles of Association and the Companies Act. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Interim Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

Closure of Register of Members

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the EGM, the Register of Members will be closed from Tuesday, September 12, 2023 to Friday, September 15, 2023, both dates inclusive, during which period no transfer of shares will be effected. To be eligible to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, September 11, 2023.

LETTER FROM THE BOARD

To determine the entitlement to the proposed Interim Dividend, the Register of Members will be closed from Thursday, September 21, 2023 to Monday, September 25, 2023, both days inclusive, during which period no transfers of Shares shall be effected. To be eligible to receive the Interim Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, September 20, 2023.

3. PROPOSED ELECTION OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated August 25, 2023 in relation to the change of executive Directors.

In accordance with Article 111 of the Articles of Association, Mr. He Daqing (“**Mr. He**”) will be elected as an executive Director, subject to approval by the Shareholders by an ordinary resolution at the Extraordinary General Meeting. Mr. He is not an existing executive director or independent non-executive director of the Company.

Having considered Mr. He's background and past experience as set out in Appendix I to this circular, the Company believes that he will bring valuable business experience, knowledge and professionalism to the Board.

Biographical details of Mr. He are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

4. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out on pages 10 to 11 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Extraordinary General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.helensbar.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Extraordinary General Meeting (i.e. not later than 10:00 a.m. on Wednesday, September 13, 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.

5. RECOMMENDATION

The Directors are of the opinion that the proposed resolutions in respect of the declaration and payment of the Interim Dividend out of the Share Premium Account and election of executive Director at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolutions to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Mr. Xu Bingzhong
*Chairman of the Board and
Chief Executive Officer*

**APPENDIX I DETAILS OF THE DIRECTOR PROPOSED TO BE ELECTED
AT THE EXTRAORDINARY GENERAL MEETING**

The following are details of Mr. He who will be proposed for election as an executive Director at the EGM.

Mr. He Daqing (賀大慶), aged 39, is currently a director of legal inspection and audit department at Shenzhen Helens Enterprise Management Co., Ltd. (深圳海倫司企業管理有限公司), a wholly-owned subsidiary of our Company, as well as a supervisor at Maidilong Technology (Hubei) Co., Ltd. (邁迪隆科技(湖北)有限公司), a subsidiary of our Company. He joined our Group in August 2020.

Prior to joining our Group, Mr. He served as a deputy investigator at the publicity department of the CPC Huangshi Municipal Committee (黃石市委宣傳部) and the director of news and public opinion center from October 2015 to July 2020. Before that, he was an editor and the director of industry information department at the Xinhua News Agency, Hubei Branch (新華社湖北分社), from February 2012 to October 2015. Mr. He also worked at the Xinhua News Agency, Yunnan Branch (新華社雲南分社), as an economic analyst and editor from July 2009 to February 2012.

Mr. He obtained a bachelor's degree in economics and a master's degree in management, both from Sichuan University (四川大學), in July 2006 and July 2009, respectively.

As at the date of this circular, Mr. He was directly interested in 71,508 ordinary shares which represented approximately 0.0056% of the number of total issued shares of the Company.

Subject to the approval of the Shareholders by way of an ordinary resolution at the forthcoming EGM, the Company will enter into a service agreement with Mr. He for a term of three years commencing from the date of the EGM and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the memorandum and articles of association of the Company.

Under the aforesaid service agreement, Mr. He will be entitled to receive emoluments of approximately RMB458,000 per annum including salary, discretionary bonus, allowances and benefits in kind and employer's contribution to pension scheme as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, emoluments paid by comparable companies and performance of the Group. The Board has determined that for the time being no additional emoluments will be payable to Mr. He in taking on additional responsibility as executive Director, save for his entitlement to any restricted share

**APPENDIX I DETAILS OF THE DIRECTOR PROPOSED TO BE ELECTED
AT THE EXTRAORDINARY GENERAL MEETING**

units, pursuant to the terms and conditions of any restricted share unit scheme adopted by the Company from time to time as part of his remuneration package under his service contract as an executive Director, as determined by the Board from time to time.

Mr. He did not hold any directorship in other listed companies in Hong Kong or overseas during the past three years. Mr. He is not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under the Listing Rules).

As at the date of this circular, save as disclosed above, Mr. He does not (i) have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) hold any other office in the Company or any other members of the Group; and (iii) have any other major appointments and professional qualifications.

Save as disclosed above, there is no other information relating to the election of Mr. He as an executive Director that needs to be brought to the attention of the Shareholders or are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING



Helens International Holdings Company Limited **海倫司國際控股有限公司**

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 9869)

Notice is hereby given that the Extraordinary General Meeting of Helens International Holdings Company Limited (the “**Company**”) will be held at 6th Floor — Lecture Hall, Building B2, Guanggu Chongwen Centre Phase I, No. 792 Gaoxin Avenue, East Lake New Technology Development Zone, Wuhan, Hubei Province, PRC on Friday, September 15, 2023 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, pass, with or without modification the following resolution as ordinary resolution:
 - (a) the declaration and payment of an interim dividend of RMB0.1162 per ordinary share of the Company in issue (the “**Interim Dividend**”) out of the share premium account of the Company to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company for determining the entitlements to the Interim Dividend be and is hereby approved; and
 - (b) any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as such director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Interim Dividend.

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. To consider and approve the election of Mr. He Daqing as an executive director of the Company with effect from the date of the Extraordinary General Meeting and to authorise the board of directors to determine his remuneration.

By Order of the Board
Mr. Xu Bingzhong
*Chairman of the Board and
Chief Executive Officer*

Hong Kong, August 28, 2023

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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 of the Company in respect of the relevant joint holding.
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 of that power of attorney or authority, must be deposited at the Company's Hong Kong share registrar, 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 the meeting (i.e. not later than 10:00 a.m. on Wednesday, September 13, 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, September 12, 2023 to Friday, September 15, 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, September 11, 2023. The record date for determining the entitlement of the Shareholders to attend and vote at the meeting will be Friday, September 15, 2023.
5. Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the articles of association of the Company, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.