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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 your 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 Huijing Holdings Company Limited, you should at once hand this circular and 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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HUIJING HOLDINGS COMPANY LIMITED
滙景控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 9968)

(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(3) RATIFICATION;
(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Level 3, Great Eagle Centre, 23 Harbour Road, Hong Kong on Tuesday, 25 June 2024 at 11:00 a.m. is set out on pages 23 to 27 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.huijingholdings.com>).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, 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 holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM or any adjourned meeting if they so wish and in such event, the proxy form shall be deemed to be revoked.

Hong Kong, 29 April 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Level 3, Great Eagle Centre, 23 Harbour Road, Hong Kong on Tuesday, 25 June 2024 at 11:00 a.m. or any adjournment thereof;
“AGM Notice”	the notice dated 29 April 2024 convening the AGM as set out on pages 23 to 27 of this circular;
“Articles of Association”	the second amended and restated articles of association of the Company adopted by way of a special resolution passed by the Shareholders at the Company’s annual general meeting held on 22 June 2022;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Company”	Huijing Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“core connected person(s)”	has the meaning as ascribed thereto under the Listing Rules;
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules, as amended and supplemented from time to time;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“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;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolutions approving such mandate;
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;

DEFINITIONS

“Listing Date”	16 January 2020, the date on which dealings in the Shares first commenced on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum of Association”	the amended and restated memorandum of association of the Company;
“New Articles of Association”	the third amended and restated articles of association of the Company proposed to be adopted at the AGM;
“Proposed Amendments”	the proposed amendments to the Articles of Association set out in Appendix III to this circular;
“Ratification”	ratification of matters as set out in the section headed “2023 ANNUAL GENERAL MEETING” in the Letter from the Board of this circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the resolution approving such mandate;
“Shareholder(s)”	the registered holder(s) of the Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

HUIJING 滙景
HUIJING HOLDINGS COMPANY LIMITED
滙景控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 9968)

Non-executive Director:

Mr Lun Ruixiang (*Chairman*)

Executive Directors:

Mr Lun Zhao Ming (*Chief Executive Officer*)

Mr Lu Peijun

Mr Luo Chengyu

Independent non-executive Directors:

Mr Chan Kin Man

Ms Ou Ningxin

Mr Chen Guilin

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Principal place of business
in Hong Kong:*

Office No. 1907, 19th Floor

Great Eagle Centre

No. 23 Harbour Road

Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(3) RATIFICATION;
(4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the re-election of the retiring Directors; (ii) the granting to the Directors of the Share Repurchase Mandate and the Issue Mandate to repurchase Shares and to issue new Shares respectively; (iii) the Ratification; and (iv) the Proposed Amendments to the Articles of Association.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 84(1) and 84(2) of the Articles of Association, and the provisions in the Corporate Governance Code, Mr Lun Zhao Ming, Mr Lu Peijun and Mr Luo Chengyu shall retire from office, and being eligible, offer themselves for re-election at the AGM. Pursuant to Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at such meeting. By virtue of Article 83(3) of the Articles of Association, Mr Chen Guilin, Mr Chan Kin Man and Ms Ou Ningxin who was appointed on 25 April 2023, 26 July 2023 and 26 July 2023 as an independent non-executive Director respectively and will retire from office at the AGM and, being eligible, offer themselves for re-election as an independent non-executive Director at the AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Board reviewed the board composition and profiles of all retiring Directors and considered all of them to have contributed significantly to helping the Company achieve high standards of corporate governance and has contributed to the diversity of the Board by bringing their vast experience and expertise in business management and operation. Each of the retiring independent non-executive Directors proposed for re-election has given an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules to the Company. The Company is therefore satisfied of his/her independence under the Listing Rules. Based on the above, the Board believes that each of Mr Chen Guilin, Mr Chan Kin Man and Ms Ou Ningxin has the character, integrity and experience to fulfill the role of an independent non-executive Director and, if re-elected, will continue to make significant contribution to the Company. The retiring independent non-executive Directors serve as director in less than seven listed companies, therefore, they are able to devote sufficient time and attention to the Company.

The nomination committee of the Board has recommended to the Board on re-election of all the retiring Directors at the AGM including the aforesaid retiring independent non-executive Directors. Accordingly, the Board has considered the recommendation of the nomination committee of the Board and proposed that each of the retiring Directors stands for re-election as Director at the AGM.

LETTER FROM THE BOARD

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

The current general mandate granted to the Directors to repurchase Shares at the annual general meeting of the Company held on 22 June 2022 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and where appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of proposed ordinary resolution contained in item 5 of the AGM Notice as set out on page 24 of this circular (i.e. 525,400,000 Shares, on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the AGM). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

The current general mandate granted to the Directors to issue Shares at the annual general meeting of the Company held on 22 June 2022 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of proposed ordinary resolution contained in item 6 of the AGM Notice as set out on pages 24 to 25 of this circular (i.e. 1,050,800,000 Shares, on the basis that no further Shares will be issued or repurchased during the period from the Latest Practicable Date to the date of the AGM). An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

LETTER FROM THE BOARD

5. 2023 ANNUAL GENERAL MEETING

As a result of the suspension of trading of the Shares on the Stock Exchange during the period from 3 April 2023 to 26 February 2024, the 2023 annual general meeting of the Company was not held in accordance with Article 56 of the Articles of Association and the Listing Rules. As a result, among other things, the audited consolidated financial statements of the Group and reports of the Directors for the years ended 31 December 2022 was not laid before the Shareholders, the Directors were unable to offer themselves for re-election and auditors of the Company were unable to be appointed in accordance with Articles 83, 84 and 152 of the Articles of Association. At the AGM, an ordinary resolution will be proposed to consider, confirm and ratify the inability to hold the 2023 annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules (and non-compliances resulted therefrom) and to effect the matters required by the Articles of Association at such annual general meeting (including but not limited to the rotation of the Directors and the appointment of auditors of the Company).

6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to make the Proposed Amendments to the Articles of Association by way of adoption of the New Articles of Association to, amongst others, (i) bring the Articles of Association in line with the latest regulatory requirements in respect of the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules (effective from 31 December 2023); and (ii) make other housekeeping changes.

Please refer to Appendix III of this circular for further particulars relating to the Proposed Amendments and the adoption of the New Articles of Association. A copy of the New Articles of Association will be available for inspection during normal business hours on any weekday (except public holidays) at the office of the Company in Hong Kong at Office No. 1907, 19th Floor, Great Eagle Centre, No. 23 Harbour Road, Hong Kong from the date of this circular up to and including the date of the AGM and at the AGM. The Proposed Amendments and the adoption of the New Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM.

Save for the Proposed Amendments, other provisions in the Articles of Association remain unchanged.

The Company has been advised by its legal advisers as to the Hong Kong laws and Cayman Islands laws that the Proposed Amendments conform with the applicable requirements of the Listing Rules and do not violate the applicable laws of the Cayman Islands, respectively. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

The Articles of Association and the Proposed Amendments are written in Chinese and English. If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.

LETTER FROM THE BOARD

7. AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 23 to 27 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Company's Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, 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. As such, all the resolutions set out in the notice of AGM will be voted by poll. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.huijingholdings.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 branch share registrar in Hong Kong, 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 holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

8. RECOMMENDATION

The Directors consider that the above proposals, including but not limited to the proposed re-election of retiring Directors, granting of the Share Repurchase Mandate and Issue Mandate, the Ratification and the Proposed Amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Your faithfully,
For and on behalf of the Board
Huijing Holdings Company Limited
Lun Ruixiang
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

Mr Lun Zhao Ming, aged 59

Mr Lun Zhao Ming is the chief executive officer of the Group. He has been appointed as a Director and redesignated as an executive Director and a director of certain subsidiaries of the Company on 25 March 2019. Mr Lun Zhao Ming joined the Group in June 2005 as a chairman assistant and was primarily responsible for human resources and administration affairs. He was promoted as a vice president in November 2009, during which time he was engaged in overseeing the daily operation of the Group as well as management affairs. Mr Lun Zhao Ming was promoted as a senior vice president in January 2015, and was promoted as the chief executive officer of the Group in January 2018. In addition to participating to monitor our daily operation and management, he is also participating to formulate the Group's business strategies and directions and serving as director of a number of subsidiaries of the Company.

Prior to joining the Group, Mr Lun Zhao Ming worked at Dongguan Humen Port Mayong Xinsha Development Co., Ltd. (東莞市虎門港麻涌新沙開發有限公司), a company primarily engaged in industrial park development, from September 2003 to May 2005. Mr Lun Zhao Ming graduated from Sun Yat-Sen University in the People's Republic of China ("PRC") with a bachelor's degree in science in July 1984.

Mr Lun Zhao Ming is a relative of Mr Lun Ruixiang and Ms Lun Ying Kit.

Mr Lun Zhao Ming has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr Lun Zhao Ming and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr Lun Zhao Ming will be recommended by the Remuneration Committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2023, the total remuneration paid to Mr Lun Zhao Ming was approximately RMB1,482,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr Lun Zhao Ming was interested in 6,000,000 Shares, representing 0.11% of the total number of issued Shares.

Save as disclosed above, Mr Lun Zhao Ming (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in Shares within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

In relation to the re-election of Mr Lun Zhao Ming as an executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr Lu Peijun, aged 51

Mr Lu Peijun (“**Mr Lu**”) joined the Group as the financial controller in March 2005 and became a vice president of the Group in May 2015. He has been appointed as a Director and redesignated as an executive Director and a director of certain subsidiaries of the Company on 25 March 2019. Mr Lu is mainly responsible for risk control department of the Company and assisting in monitoring project implementation and progress. He has more than 12 years of finance-related experience before joining the Group. He worked at Guangdong Development Bank (廣東發展銀行) (now known as China Guangfa Bank (廣發銀行)) from January 1994 to March 2005.

Mr Lu graduated from South China Normal University with a degree of bachelor in legal studies through online education in February 2005.

Mr Lu has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr Lu and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr Lu will be recommended by the Remuneration Committee of the Board for the Board’s approval with reference to the Company’s performance and the remuneration benchmark in the industry. For the year ended 31 December 2023, the total remuneration paid to Mr Lu was approximately RMB1,931,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr Lu was interested in 6,000,000 Shares, representing 0.11% of the total number of issued Shares.

Save as disclosed above, Mr Lu (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance SFO; and (v) does not hold any other major appointment and professional qualification.

In relation to the re-election of Mr Lu as an executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr Luo Chengyu, aged 40

Mr Luo Chengyu (“**Mr Luo**”) is the vice president of the Group and was appointed as an Executive Director on 7 May 2021. Mr Luo is mainly responsible for the management of the investment development department and financing management department of the Company. He obtained a bachelor’s degree in traffic engineering from Huazhong University of Science and Technology in 2006 and a master’s degree in architecture and civil engineering from Huazhong University of Science and Technology in 2014. From 2008 to 2016, he worked for the People’s Government of Town Street governed by Dongguan City, responsible for urban construction and planning, investment promotion, major municipal projects management, industrial park development and etc. From 2016 to 2017, he was the head of the Urban Renewal Industry Centre of Guangdong Zhongtian Group. He is familiar with the operation mode and rules of urban renewal with rich experience in project management, as well as excellent coordination capability.

Mr Luo has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from 7 May 2021 and shall thereafter continue on a month to month basis unless otherwise agreed between Mr Luo and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr Luo will be recommended by the Remuneration Committee of the Board for the Board’s approval with reference to the Company’s performance and the remuneration benchmark in the industry. For the year ended 31 December 2023, the total remuneration paid to Mr Luo was approximately RMB1,512,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr Luo was interested in 1,800,000 Shares, representing 0.03% of the total number of issued Shares.

Save as disclosed above, Mr Luo (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in Shares within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

In relation to the re-election of Mr Luo as an executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr Chan Kin Man, aged 44

Mr Chan Kin Man was appointed as an independent non-executive Director on 26 July 2023. He is also the chairman of the audit committee of the Board.

Mr Chan Kin Man studied at Saint Joseph's College from September 1998 to June 2000 and obtained a Bachelor degree of Arts in Accountancy from The Hong Kong Polytechnic University in November 2003. Mr Chan Kin Man is a member of the Association of Chartered Certified Accountants of the UK (ACCA) and the Hong Kong Institute of Certified Public Accountants (HKICPA).

Mr Chan Kin Man has many years of experience in financing, auditing, accounting, etc.. From September 2003 to March 2010, Mr Chan Kin Man acted as an accountant, senior accountant and audit manager in Ernst & Young, and participated in projects relating to listings in Hong Kong and annual audits for various companies. From August 2010 to November 2015, Mr Chan Kin Man served as the financial controller in New Northeast Electric Holding Limited (新東北電氣控股有限公司). From July 2016 to September 2019, Mr Chan Kin Man served as the general manager of capital operation center and the investor relations director in LVGEM (China) Investment Company Limited (綠景(中國)投資有限公司). Starting from September 2019 and November 2019, Mr Chan Kin Man has been serving as the chief financial officer and company secretary of LVGEM (China) Real Estate Investment Company Limited (a company whose shares are listed on the Stock Exchange, stock code: 00095), respectively. Starting from June 2020, Mr Chan Kin Man is an independent non-executive director of Zuoli Kechuang Micro-finance Company Limited* (佐力科創小額貸款股份有限公司) (a company whose shares are listed on the Stock Exchange, stock code: 06866).

Mr Chan Kin Man has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from 6 July 2023 and shall thereafter continue on a month to month basis unless otherwise agreed between Mr Chan Kin Man and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr Chan Kin Man will be recommended by the remuneration committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2023, the total remuneration paid to Mr Chan Kin Man was approximately RMB177,000.

Save as disclosed above, Mr Chan Kin Man (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management,

substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in Shares within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

In relation to the re-election of Mr Chan Kin Man as an independent non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms Ou Ningxin, aged 43

Ms Ou Ningxin (“**Ms Ou**”) was appointed as an independent non-executive Director on 26 July 2023. She is also a member of the audit committee, remuneration committee and nomination committee of the Board.

Ms Ou has around 20 years of working experience as solicitor. She obtained the legal professional qualification certificate in the PRC in March 2004 and qualified practicing certificate in the PRC in 2005, respectively. Ms Ou is currently a practicing lawyer in Dongguan, PRC. She is the co-founder and chief lawyer of Guangdong Tianbing Law Firm* (廣東天稟律師事務所). Ms Ou specializes in work associated with legal services including corporate equity investment and financing, corporate governance and inheritance, family offices, commercial arbitration and mediation etc..

Ms Ou has served as the director of the Female Lawyers Working Committee of the Dongguan Lawyers Association* (東莞市律師協會女律師工作委員會), the director of the Family Law Professional Committee* (家事法律專業委員會), which she was awarded the honor of outstanding committee director in both committees. She is currently the director of Dongguan Lawyers Association* (東莞市律師協會), director of the Legal Professional Committee of Commercial Arbitration and Mediation* (商事仲裁與調解法律專業委員會), the arbitrator of Dongguan Arbitration Commission* (東莞仲裁委員會), and the arbitrator of Guangzhou Arbitration Commission* (廣州仲裁委員會). She is also the supervisor of Dongguan Red Cross Society* (東莞市紅十字會), chief supervisor of New Social Stratum Friendship Association in Wanjiang* (萬江新階聯), executive committee of Young Entrepreneurs’ Association in Wuchuan Chamber of Commerce of Dongguan City* (東莞吳川商會青企會), director of Association of Women Entrepreneurs in Wanjiang* (萬江女企業家協會) and legal counsel of Chamber of Commerce in Wanjiang* (萬江商會), Individual Private Association* (個體私營協會) and Catering Association* (餐飲協會). Ms Ou graduated with a degree of Bachelor in Civil and Commercial Law from Southwest University of Political Science & Law in the PRC in 2003.

Ms Ou has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from 6 July 2023 and shall thereafter continue on a month to month basis unless otherwise agreed between Ms Ou and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Ms Ou will be recommended by the remuneration committee

of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2023, the total remuneration paid to Ms Ou was approximately RMB177,000.

Save as disclosed above, Ms Ou (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in Shares within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

In relation to the re-election of Ms Ou as an independent non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr Chen Guilin, aged 59

Mr Chen Guilin was appointed as an independent non-executive Director on 25 April 2023. He is also the chairman of the remuneration committee, and a member of audit committee and nomination committee of the Board.

Mr Chen Guilin has over 30 years of experience in engineering design consulting, project contracting, real estate development and property investment. He has been appointed as the chairman and design director of Dongguan Meilin Jianye Design Engineering Co., Ltd.* (東莞市美林建業設計工程有限公司) since August 2004. He has also been appointed as the chairman of Hefei Meilin Land Investment Co., Ltd.* (合肥市美林置地投資有限公司) since April 2013. He is the founder and chairman of Chizhou Meilin Real Estate Co., Ltd.* (池州美林置業有限公司) in Anhui Province since April 2014.

Mr Chen Guilin holds a Bachelor of Engineering degree in Water Conservancy and Hydropower Engineering Construction from Hohai University in Nanjing.

Mr Chen Guilin has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from 25 April 2023 and shall thereafter continue on a month to month basis unless otherwise agreed between Mr Chen Guilin and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr Chen Guilin will be recommended by the remuneration committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2023, the total remuneration paid to Mr Chen Guilin was approximately RMB278,000.

Save as disclosed above, Mr Chen Guilin (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in Shares within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

In relation to the re-election of Mr Chen Guilin as an independent non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

* *For identification purposes only*

The following is an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

1. SHARES CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,254,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the AGM Notice in respect of the granting of Share Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the AGM, i.e. 5,254,000,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 525,400,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares pursuant to the Share Repurchase Mandate, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the following months up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
April 2023	*	*
May 2023	*	*
June 2023	*	*
July 2023	*	*
August 2023	*	*
September 2023	*	*
October 2023	*	*
November 2023	*	*
December 2023	*	*
January 2024	*	*
February 2024	0.059	0.033
March 2024	0.048	0.026
April 2024 (up to and including the Latest Practicable Date)	0.040	0.025

* *Trading of Shares are suspended from 3 April 2023 to 26 February 2024*

6. GENERAL

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain for the Shares or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, (i) Wui Ying Holdings Limited, a company beneficially wholly-owned by Mr Lun Ruixiang, held 3,937,331,000 Shares, representing 74.94% of the total number of issued Shares; and (ii) Wui Shing Holdings Limited, a company beneficially wholly-owned by Ms Chan Hau Wan, held 44,659,000 Shares, representing 0.85% of the total number of issued Shares. Ms Chan Hau Wan is the spouse of Mr Lun Ruixiang (together with Wui Ying Holdings Limited, Wui Shing Holdings Limited and Ms Chan Hau Wan, the "**Controlling Shareholders**"). In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate and if such is approved by the Shareholders, assuming that the present shareholdings and capital structure of the Company remain the same, (i) the shareholding of the Controlling Shareholders would be increased from approximately 75.79% of the total number of issued Shares to approximately 84.21% of the total number of issued Shares; (ii) the shareholding of Wui Ying Holdings Limited would be increased from approximately 74.94% to approximately 83.27% of the total number of issued Shares; and (iii) the shareholding of Wui Shing Holdings Limited would be increased from approximately 0.85% of the total number of issued Shares to approximately 0.94% of the total number of issued Shares.

Based on the above, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In the opinion of the Directors, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate (if such is approved by the Shareholders), that would result in (i) an increase in shareholding held by the Controlling Shareholders to approximately 84.21% of the total number of issued Shares; and (ii) an increase in shareholding held by Wui Ying Holdings Limited to approximately 83.27% of the total number of issued Shares. In the opinion of the Directors, such increases would not result in a public shareholding of less than the minimum public float requirement of 15% of the total issued share capital of the Company pursuant to the waiver from strict compliance with the requirements under Rule 8.08(1) of the Listing Rules granted by the Stock Exchange to the Company at the time of its listing in 2020. The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 15%.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Articles of Association. If the serial numbering of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the New Articles of Association as so amended shall be changed accordingly, including cross-references.

Existing Articles of Association	Proposed provisions in the New Articles of Association (showing changes to the existing Articles of Association)
<p>151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>	<p>151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>

Existing Articles of Association	Proposed provisions in the New Articles of Association (showing changes to the existing Articles of Association)
<p>158. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a</p>	<p>158. (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be served given or delivered issued by the Company on or to any Member either following means:</p> <p>(a) by serving it personally or on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be,;</p> <p>(c) by transmitting delivering or leaving it to any at such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by as aforesaid:</p>

Existing Articles of Association	Proposed provisions in the New Articles of Association (showing changes to the existing Articles of Association)
<p>share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>	<p>(d) <u>by placing an</u> advertisement in appropriate newspapers <u>or other publication and where applicable,</u> in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws;</p> <p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3);</u></p> <p>(f) by placing <u>publishing</u> it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website;</p> <p>(g) <u>by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p> <p>(2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>

Existing Articles of Association	Proposed provisions in the New Articles of Association (showing changes to the existing Articles of Association)
	<p>(3) <u>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.</u></p> <p>(4) <u>Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.</u></p>
<p>159(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p>	<p>159(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on <u>either</u> the Company's website or the website of the Designated Stock Exchange, is deemed given <u>or served</u> by the Company to a Member on the day following that on which a notice of availability is it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed served on the Member; date of service shall be as provided or required by the Listing Rules;</p>
<p>159(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</p>	<p>159(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations. if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.</p>

Existing Articles of Association	Proposed provisions in the New Articles of Association (showing changes to the existing Articles of Association)
<p>160(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>	<p>160(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

HUIJING 滙景
HUIJING HOLDINGS COMPANY LIMITED
滙景控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 9968)

Notice is hereby given that the annual general meeting of Huijing Holdings Company Limited (the “**Company**”) will be held at Level 3, Great Eagle Centre, 23 Harbour Road, Hong Kong on Tuesday, 25 June 2024 at 11:00 a.m. (Hong Kong time) (the “**Meeting**”) for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2022.
2. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2023.
3.
 - (a) To re-elect Mr Lun Zhao Ming as an executive director of the Company.
 - (b) To re-elect Mr Lu Peijun as an executive director of the Company.
 - (c) To re-elect Mr Luo Chengyu as an executive director of the Company.
 - (d) To re-elect Mr Chan Kin Man as an independent non-executive director of the Company.
 - (e) To re-elect Ms Ou Ningxin as an independent non-executive director of the Company.
 - (f) To re-elect Mr Chen Guilin as an independent non-executive director of the Company.
 - (g) To authorise the board of directors (the “**Directors**”) of the Company (the “**Board**”) to fix the remuneration of the Directors respectively.
4. To re-appoint Prism Hong Kong and Shanghai Limited as independent auditor of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes 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;
- (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 to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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

“THAT:

- (a) subject to paragraphs (b) and (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
 - (ii) the exercise of options granted under a share option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
 - (iv) the exercise of rights of subscription or conversion under the terms of any securities or bonds which are convertible into shares of the Company,

shall not exceed 20% of the number of issued shares of the Company on the date of passing of this resolution and the said mandate shall be limited accordingly; and

- (d) for the purposes 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;
- (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 to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied 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 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 or any relevant jurisdiction or the requirements of any recognised body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon to the passing of resolutions set out in items 5 and 6 of the notice convening this Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the number of shares of the Company which may be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the number of shares of the Company in issue as at the date of passing this resolution.”

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the failure to hold the 2023 annual general meeting of the Company in accordance with the articles of association of the Company and the Listing Rules (and non-compliances resulted therefrom) and to effect the matters required by the articles of association of the Company at such annual general meeting (including but not limited to the rotation of the directors of the Company and the appointment of auditors of the Company) is hereby unconditionally confirmed and ratified.”

9. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

“**THAT** (i) the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated articles of association of the Company (the “**Articles of Association**”), details of which are set out in Appendix III to the circular of the Company dated 29 April 2024, be and are hereby approved; (ii) the third amended and restated articles of association of the Company (the “**New Articles of Association**”), a copy of which has been produced to this Meeting and marked “A” and for identification purpose signed by the Chairman of the Meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Articles of Association with immediate effect after the close of this Meeting; and (iii) any Director or secretary or assistant secretary of the Company be and are hereby authorised to do all things necessary or expedient to give effect to the Proposed Amendments and implement the adoption of the New Articles of Association.”

By Order of the Board
Huijing Holdings Company Limited
Lun Ruixiang
Chairman

Hong Kong, 29 April 2024

As at the date of this circular, the Board comprises Mr Lun Zhao Ming, Mr Lu Peijun and Mr Luo Chengyu as executive Directors, Mr Lun Ruixiang as a non-executive Director, and Mr Chan Kin Man, Ms Ou Ningxin and Mr Chen Guilin as independent non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) All resolutions at the Meeting will be taken by poll (except where the Chairman of the Meeting, in good faith, decides to allow a resolution which relates to purely to a procedural or administrative matter of the Meeting to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and on a poll, vote instead of 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 and class 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 of that power of attorney, must be deposited at the Company’s branch share registrar 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 the holding of the Meeting or any adjournment thereof (as the case may be). Delivery 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 above Meeting, the register of members of the Company will be closed from Thursday, 20 June 2024 to Tuesday, 25 June 2024, 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 branch share registrar in Hong Kong, 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 Wednesday, 19 June 2024.