
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huisheng International Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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HUISHENG INTERNATIONAL HOLDINGS LIMITED

惠生國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1340)

(1) PROPOSED SHARE CONSOLIDATION AND PROPOSED CHANGE IN BOARD LOT SIZE; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of the Company to be held at Unit 3302, 33/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 8 July 2026 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the extraordinary general meeting of the Company is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and of the Company at www.hsihl.com.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at 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 (i.e. no later than 11:00 a.m. (Hong Kong Time) on Monday, 6 July 2026) the time appointed for the holding of the extraordinary general meeting or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Change in Board Lot Size”	the proposed change in board lot size of the Shares from 4,000 Existing Shares to 10,000 Consolidated Shares
“Company”	Huisheng International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Consolidated Share(s)”	issued and unissued ordinary shares of par value of HK\$0.08 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on Wednesday, 8 July 2026 at 11:00 a.m. to consider and, if thought fit, to approve, the proposed Share Consolidation and proposed Change in Board Lot Size, or any adjournment thereof
“Existing Share(s)”	issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becomes effective
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	15 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Share(s)”	the Existing Share(s), or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed share consolidation on the basis that every eight (8) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.08 each and to round down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by disregarding each and every fractional Consolidated Share which would otherwise arise therefrom
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates:

Events	Time and Date
Despatch date of circular with notice of the EGM	on or before Thursday, 18 June 2026
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM.	4:30 p.m. on Thursday, 2 July 2026
Closure of register of members for determination of the entitlement to attend and vote at the EGM	From Friday, 3 July 2026 to Wednesday, 8 July 2026 (both dates inclusive)
Latest date and time for lodging forms of proxy for the EGM	11:00 a.m. on Monday, 6 July 2026
Record date for attending the EGM	Wednesday, 8 July 2026
Expected date and time of the EGM	11:00 a.m. Wednesday, 8 July 2026
Announcement of poll results of the EGM.	Wednesday, 8 July 2026

The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation and Change in Board Lot Size as set out in this circular and therefore the dates are tentative only. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation and Change in Board Lot Size, will remain unchanged even if that day is a severe weather trading day.

Events	Time and Date
Effective date of the Share Consolidation	Friday, 10 July 2026
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares.	9:00 a.m. on Friday, 10 July 2026

EXPECTED TIMETABLE

Events	Time and Date
Dealings in the Consolidated Shares commence	9:00 a.m. on Friday, 10 July 2026
Original counter for trading in the Existing Shares in board lots of 4,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 10 July 2026
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 10 July 2026
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Friday, 24 July 2026
Effective date of the Change in Board Lot Size	9:00 a.m. on Friday, 24 July 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Friday, 24 July 2026
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares.	9:00 a.m. on Friday, 24 July 2026
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares.	4:00 p.m. on Thursday, 13 August 2026
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 13 August 2026

EXPECTED TIMETABLE

Events	Time and Date
Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Thursday, 13 August 2026
Last date and time for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Monday, 17 August 2026

LETTER FROM THE BOARD



HUISHENG INTERNATIONAL HOLDINGS LIMITED

惠生國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1340)

Executive Directors:

Mr. Zhang Zhenghua

Ms. Xiang Yuan

Independent non-executive Directors:

Dr. Wang Guiping

Mr. Huang Ruilin

Mr. Luo Mingsheng

Head office in the PRC:

Unit 4

Hejiaping Housing Committee Deshan Town

Economic and Technological Development Zone

Changde City, Hunan Province

PRC

Principal place of business in Hong Kong:

Unit 803, 8/F.,

GR8 Inno Tech Centre

46 Tsun Yip Street

Kwun Tong

Kowloon, Hong Kong

Registered office:

Cricket Square Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

18 June 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION AND
PROPOSED CHANGE IN BOARD LOT SIZE;
AND**

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

References are made to the announcements of the Company dated 20 May 2026 and 10 June 2026 in relation to, among other matters, the Share Consolidation and the Change in Board Lot Size. At the forthcoming EGM, resolution will be proposed to seek the Shareholders' approval for the proposed Share Consolidation.

The purpose of this circular is to provide you with (i) details of the Share Consolidation and the Change in Board Lot Size; and (ii) the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION AND PROPOSED CHANGE IN BOARD LOT SIZE

Proposed Share Consolidation

The Board proposes to implement the Share Consolidation on the basis that every eight (8) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.08 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$15,000,000 divided into 1,500,000,000 Existing Shares of par value of HK\$0.01 each, of which 1,107,405,600 Existing Shares have been allotted and issued as fully paid to date and the Company holds no treasury shares. Upon the Share Consolidation becoming effective and assuming that no further Existing Shares are issued or bought back and cancelled from the Latest Practicable Date until the effective date of the Share Consolidation, the authorized share capital of the Company will be HK\$15,000,000 divided into 187,500,000 Consolidated Shares of par value of HK\$0.08 each, of which 138,425,700 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares which will not be allocated to the Shareholders who may otherwise be entitled as mentioned in the paragraph headed “Fractional entitlement to Consolidated Shares” below.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon fulfilling the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the Cayman Islands laws (where applicable) and the Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Friday, 10 July 2026, being the second Business Day immediately after the date of passing of the ordinary resolution approving the Share Consolidation at the EGM.

LETTER FROM THE BOARD

Listing application

An application has been made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares or any other equity or debt securities in issue of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange. Upon the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is currently proposed to be sought.

Other securities of the Company

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

Proposed Change in Board Lot Size

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 4,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 4,000 Existing Shares to 10,000 Consolidated Shares.

Based on the closing price of HK\$0.101 per Existing Share (equivalent to the theoretical closing price of HK\$0.808 per Consolidated Share upon the Share Consolidation becoming effective) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each board lot of 4,000 Existing Shares is HK\$404; (ii) the value of each board lot of 4,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,232; and (iii) the estimated value of each board lot of 10,000 Consolidated Shares would be HK\$8,080 on the assumption that the Change in Board Lot Size had also become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

LETTER FROM THE BOARD

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited has stated that, among others, taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000. The “Consultation Paper on Board Lot Framework Enhancements in the Hong Kong Securities Market” issued by the Hong Kong Exchanges and Clearing Limited has proposed that, the existing board lot value floor to be decreased from HK\$2,000 to HK\$1,000. It has also been proposed that issuers shall adopt a defined set of eight board lot units (i.e., 1, 50, 100, 500, 1,000, 2,000, 5,000 and 10,000 share(s)).

The Company has considered alternative ratios for the Share Consolidation. After careful consideration, the Board determined that the proposed ratio of 8 into 1 is appropriate as it strikes a balance between increasing the trading price per Share and minimizing the potential impact of odd lots and fractional Shares on Shareholders. The Company believes that a lower consolidation ratio may not sufficiently address the trading price and board lot value concerns, whereas a higher ratio could create greater inconvenience for Shareholders.

In view of the following: (i) the Existing Shares are currently trading below HK\$2,000 per board lot, based on the closing price of HK\$0.101 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date; and (ii) the board lot size of 4,000 Existing Shares, the Board proposes to implement the Share Consolidation and the Change in Board Lot Size with a view to adjusting the value of each new board lot. After the Share Consolidation and the Change in Board Lot Size have become effective, and based on the closing price of the Existing Shares as at the Latest Practicable Date, the theoretical market board lot value will be HK\$8,080. As such, the Board considers that the Share Consolidation and Change in Board Lot Size will enable the Company to comply with the trading requirements under the Listing Rules.

In view of the recent trading prices of the Shares, it is considered that the Share Consolidation will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, it is believed that the Share Consolidation will maintain the trading amount for each board lot at a reasonable level and make investing in the Shares more attractive to a broader range of investors, and thus further broaden the shareholder base of the Company.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may otherwise be entitled.

In view of the above reasons, the Company considers that the Share Consolidation is justifiable to achieve the above-mentioned purposes notwithstanding the potential costs and impact arising from creation of odd lots to Shareholders. Taking into account the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The Directors have also considered the potential impact of the Share Consolidation on the Company's equity fundraising and other corporate actions in the coming twelve months, including the Placing. The Share Consolidation is necessary to raise the per-Share market price of the Existing Shares and is expected to provide the Company with greater flexibility for future equity fundraising exercises, such as the issuance of new Shares or convertible securities, and to better align the trading price with market expectations. The Directors believe that this will enhance the Company's ability to seize potential fundraising opportunities in a timely and efficient manner.

As of the Latest Practicable Date, the Company had no intention to carry out other corporate actions or arrangements that may affect the trading in the Shares, including share consolidation, share subdivision or change in board lot size, in the next twelve months.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

The Consolidated Shares will be rounded down to a whole number and fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lots trading and matching services

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Grand China Securities Limited to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders. Any Shareholder who wishes to use this matching service should, directly or through their brokers contact Mr. Louis Leung of Grand China Securities Limited at Room 1709, 17/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong or at telephone number +852 3979 6719 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of the aforesaid period. Shareholders who would like to match odd lots are required to make an appointment in advance by dialing the telephone number of Grand China Securities Limited set out above.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

Free exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be on Friday, 10 July 2026, being the second Business Day immediately after the date of the EGM, the Shareholders may during business hours, on or after Friday, 10 July 2026, and until Monday, 17 August 2026 (both dates inclusive) submit existing share certificates for the Existing Shares in grey colour 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, in exchange for new share certificates for the Consolidated Shares in yellow colour at the expense of the Company.

LETTER FROM THE BOARD

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Thursday, 13 August 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” in this circular. Accordingly, the Share Consolidation may or may not proceed.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 3 July 2026 to Wednesday, 8 July 2026, both days inclusive, during which period no transfer of Shares can be registered. The record date will be Wednesday, 8 July 2026. In order to ascertain shareholders' rights for the purpose of attending and voting at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with 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 no later than 4:30 p.m. on Thursday, 2 July 2026.

EGM

A notice convening the EGM to be held at Unit 3302, 33/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 8 July 2026 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. All the resolutions as set out in the notice of the EGM Notice will be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published at the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.hsihl.com. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at 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 (i.e. no later than 11:00 a.m. (Hong Kong Time) on Monday, 6 July 2026) the time appointed for the holding of the EGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof and, in such event, the form of proxy or the instrument appointing the proxy shall be deemed being revoked.

The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors (including all the independent non-executive Directors) consider the proposed Share Consolidation and proposed Change in Board Lot Size 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 the relevant resolution to be proposed at the EGM.

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 resolutions to be proposed at the EGM.

WARNING

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed "Conditions of the Share Consolidation" and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

Yours faithfully
For and on behalf of the Board
Huisheng International Holdings Limited
Zhang Zhenghua
Executive Director

NOTICE OF EGM



HUISHENG INTERNATIONAL HOLDINGS LIMITED

惠生國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1340)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Huisheng International Holdings Limited (the “**Company**”) will be held at Unit 3302, 33/F., West Tower, Shun Tak Centre, 168-200, Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 8 July 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the fulfilment of all the conditions set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 18 June 2026 (the “**Circular**”), with effect from the later of (i) the second Business Day (as defined in the Circular) immediately following the date on which this resolution is passed or (ii) the date on which all such conditions are fulfilled:
 - (a) every eight (8) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of par value of HK\$0.08 each (the “**Consolidated Share(s)**”) and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
 - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit;
 - (c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$15,000,000 divided into 1,500,000,000 ordinary shares of par value of HK\$0.01 each to HK\$15,000,000 divided into 187,500,000 ordinary shares of par value of HK\$0.08 each; and

NOTICE OF EGM

- (d) any one or more Directors and such person and persons authorised by the Directors be and are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds (including under seal, where applicable) as they may, in their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation.”

By order of the Board
Huisheng International Holdings Limited
Zhang Zhenghua
Executive Director

Hong Kong, 18 June 2026

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. The register of members will be closed from Friday, 3 July 2026 to Wednesday, 8 July 2026, both days inclusive, during which no transfer of shares will be registered. In order to be entitled to attend and vote at the extraordinary general meeting of the Company to be held on Wednesday, 8 July 2026, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Thursday, 2 July 2026.
3. In order to be valid, the form of proxy, together with a 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 Hong Kong branch share registrar, 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 (i.e. no later than 11:00 a.m. (Hong Kong Time) on Monday, 6 July 2026) the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the extraordinary general meeting or any adjournment thereof, should he/she/it so wish.
4. In the case of joint holders of shares, any one of such holders may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the extraordinary general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. All resolutions will be conducted by way of a poll.
6. If tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal is in force at 7:00 a.m. on Wednesday, 8 July 2026, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.