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Huasheng International Holding Limited
華盛國際控股有限公司

(formerly known as Newtree Group Holdings Limited 友川集團控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1323)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Huasheng International Holding Limited (the “**Company**”) will be held at The Function Room 3, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Friday, 26 June 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution of the Company as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the deed of amendment (the “**Third Deed of Amendment**”) dated 11 May 2020 and entered into among the Company, Wong Wai Sing (the “**Guarantor**”) and Lead Thrive Investments Limited (the “**Subscriber**”) in relation to the proposed amendment (the “**Proposed Amendment**”) to the terms of the guaranteed convertible bonds (the “**Convertible Bonds**”) in the aggregate principal amount of HK\$200,000,000 issued by the Company on 11 August 2017 (a copy of the Third Deed of Amendment has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the new shares (the “**Conversion Shares**”) of the Company to be allotted and issued upon the exercise of the conversion rights attached to the Convertible Bonds (as amended), the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue the Conversion Shares to be allotted and issued upon the exercise of the conversion rights attached to the Convertible Bonds (as amended) provided that the Specific Mandate is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to passing of this resolution; and
- (c) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things and execute all such documents (including under seal) which he/they considers necessary or expedient to give effect to the Third Deed of Amendment and the transactions contemplated thereunder, including but not limited to the Proposed Amendment and the allotment and issue of the Conversion Shares.”

By Order of the Board
Huasheng International Holding Limited
Wong Wai Sing
Chairman and Executive Director

Hong Kong, 9 June 2020

Registered office:

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

Principal place of business

in Hong Kong:
Suites 2804-07, 28/F.
Shui On Centre
6-8 Harbour Road
Wanchai, Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM 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, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a certified copy thereof, must be lodged, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting (i.e. on or before 11:00 a.m. on 24 June 2020) or any adjourned meeting. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
3. Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll at the EGM.
4. If Typhoon Signal No. 8 or above, "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed or adjourned. Members may visit the website of the Company at www.huashengih.com for details of the rescheduled meeting.
5. The Chinese translation of this notice and the proxy form are for reference only, and in case of any inconsistency, the English Version shall prevail.
6. The register of members of the Company will be closed from Monday, 22 June 2020 to Friday, 26 June 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 19 June 2020.

7. In view of the ongoing development of coronavirus epidemic and recent requirements for prevention and control of its spread by the Hong Kong Government, the Company will implement the following preventive measures at the EGM to protect attending Shareholders from the risk of infection: **(1) compulsory body temperature check at the entrance of the venue; (2) mandatory usage of surgical face masks during the attendance of the EGM; and (3) no distribution of corporate gifts and no refreshments.** Shareholders are reminded that physical attendance at the EGM is not necessary for the purpose of exercising the voting rights. The Company strongly encourages Shareholders not to attend the EGM in person and strongly recommends Shareholders to exercise their voting rights by appointing the Chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person.

As at the date of this notice, the executive Directors are Mr. Wong Wai Sing, Mr. Chan Kin Lung and Mr. Wong Jeffrey; and the independent non-executive Directors are Mr. Kwok Kam Tim and Mr. Tso Ping Cheong, Brian.