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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Huisen Household International Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**HUISEN GROUP**

**Huisen Household International Group Limited**

**匯森家居國際集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2127)**

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF  
AMENDED AND RESTATED ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of the Company to be held at Longling Furniture Industrial Park, Longling Town, Nankang District, Ganzhou City, Jiangxi Province, PRC on Wednesday, 22 June 2022 at 10:00 a.m. is set out on pages 37 to 42 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.jxhmgrou.com](http://www.jxhmgrou.com)).

Whether or not you are able to attend the Annual General Meeting, 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or to submit your form of proxy electronically via designated website <https://spot-emeeting.tricor.hk> as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 20 June 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

29 April 2022

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
1. Introduction .....	4
2. Proposed Granting of General Mandate to Issue Shares .....	4
3. Proposed Granting of General Mandate to Repurchase Shares .....	4
4. Proposed Re-election of Directors .....	5
5. Proposed Adoption of Amended and Restated Articles of Association ....	5
6. Annual General Meeting and Proxy Arrangement .....	6
7. Recommendation .....	6
8. Precautionary Measures and Special Arrangements for the Annual General Meeting .....	7
9. Responsibility Statement .....	10
<b>APPENDIX I — EXPLANATORY STATEMENT ON THE SHARE                   REPURCHASE MANDATE</b> .....	11
<b>APPENDIX II — DETAILS OF THE DIRECTORS PROPOSED TO BE                   RE-ELECTED AT THE ANNUAL GENERAL MEETING</b> ...	14
<b>APPENDIX III — PROPOSED AMENDMENTS OF THE ARTICLES                   OF ASSOCIATION</b> .....	19
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	37

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## DEFINITIONS

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

“Amendments”	the amendments and restatement of the Articles of Association to, among others, (i) allow a general meeting to be held as an electronic meeting (also referred to as virtual general meeting) or a hybrid meeting; (ii) bring the Articles of Association in line with amendments made to Listing Rules and applicable laws and procedures of the Cayman Islands; and (iii) make certain minor housekeeping amendments to the Articles of Association for the purpose of clarifying existing practice and making consequential amendments in line with the amendments to the Articles of Association
“Annual General Meeting”	the annual general meeting of the Company to be held at Longling Furniture Industrial Park, Longling Town, Nankang District, Ganzhou City, Jiangxi Province, PRC on Wednesday, 22 June 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 37 to 42 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	Huisen Household International Group Limited (匯森家居國際集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting

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## DEFINITIONS

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“Latest Practicable Date”	22 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum”	the memorandum of association of the Company currently in force
“New Articles of Association”	the new amended and restated articles of association of the Company with the proposed Amendments proposed to be adopted by the Shareholders at the Annual General Meeting
“RMB”	Renminbi yuan, the lawful currency of the PRC
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of the Company of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent



HUISEN GROUP

**Huisen Household International Group Limited**

**匯森家居國際集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2127)**

*Executive Directors:*

Mr. Zeng Ming (*Chairman*)  
Ms. Zeng Minglan  
Mr. Wu Runlu

*Independent Non-executive Directors:*

Mr. Suen To Wai  
Ms. Leong Mali  
Ms. Zhang Lingling  
Mr. Feng Zhaowei  
Mr. Zhou Zhongqi

*Registered Office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarter and Place of Business  
in the PRC*

Huisen Road  
Daluo Industrial Park  
Longnan Economic Technology  
Development Zone  
Longnan City  
Jiangxi Province  
PRC

*Headquarter and Principal Place of  
Business in Hong Kong:*

Level 54  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

29 April 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF  
AMENDED AND RESTATED ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Wednesday, 22 June 2022.

### 2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 15 June 2021, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 613,818,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate contained in item 6 of the notice of Annual General Meeting will also be proposed at the Annual General Meeting.

### 3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 15 June 2021, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting 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 of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 306,909,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting).

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

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## LETTER FROM THE BOARD

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### **4. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 105 of the Articles of Association, Ms. Zeng Minglan and Mr. Suen To Wai shall retire from office by rotation at the Annual General Meeting. In accordance with Article 109 of the Articles of Association, Ms. Leong Mali, Ms. Zhang Lingling, Mr. Feng Zhaowei and Mr. Zhou Zhongqi, who have been appointed by the Board on 26 January 2022, 1 April 2022, 7 April 2022 and 7 April 2022 respectively, shall hold office until the Annual General Meeting. Ms. Zeng, Mr. Suen, Ms. Leong, Ms. Zhang, Mr. Feng and Mr. Zhou, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors who offer themselves for re-election with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

### **5. PROPOSED ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 "Core Standards" for shareholder protections for issuers. Furthermore, the Company proposes to modernize and provide flexibility to the Company in relation to the conduct of general meetings. As such, the Board proposes the Amendments for the purposes of, among others, (i) allow a general meeting to be held as an electronic meeting (also referred to as virtual general meeting) or a hybrid meeting; (ii) bring the Articles of Association in line with amendments made to Listing Rules and applicable laws and procedures of the Cayman Islands; and (iii) make certain minor housekeeping amendments to the Articles of Association for the purpose of clarifying existing practice and making consequential amendments in line with the Amendments, subject to the passing of the special resolution, with effect from the conclusion of the Annual General Meeting. Details of the proposed Amendments are set out in Appendix III of this circular.

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## LETTER FROM THE BOARD

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The Company has been advised by its legal advisers that the proposed Amendments conform to the requirements of the Listing Rules and do not contravene the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the proposed Amendments to the Articles of Association for a company listed on the Stock Exchange.

The Board proposes to put forward to the Shareholders for approval at the Annual General Meeting a special resolution to adopt the New Articles of Association. The proposed adoption of the New Articles of Association is subject to the passing of a special resolution.

### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 37 to 42 of this circular.

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

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.jxhmgrou.com](http://www.jxhmgrou.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 notarially certified copy of that power or authority, at 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 or to submit your form of proxy electronically via designated website <https://spot-meeting.tricor.hk> as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 20 June 2022) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **7. RECOMMENDATION**

The Directors consider that the proposed granting of the Issuance Mandate and the Share Repurchase Mandate, the proposed re-election of Directors and the proposed adoption of the New Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.



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## LETTER FROM THE BOARD

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### 8. PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

#### (A) Precautionary Measures

Taking into account the current COVID-19 situation, the Company strongly recommends the Shareholders to appoint the chairman of the Annual General Meeting as their proxy to vote on their behalf in respect of the resolutions to be proposed at the Annual General Meeting to minimise the risk of infection. For Shareholders attending the Annual General Meeting in person, the Company will implement the following precautionary measures at the Annual General Meeting:

- (a) compulsory body temperature check will be conducted for every Shareholder or proxy or other attendee at the entrance of the venue. Any person with a body temperature of over 37.2 degrees Celsius will not be permitted to access to the meeting venue (Shareholders whose entry to the venue are denied are still eligible to exercise their voting rights in respect of the resolutions to be proposed at the Annual General Meeting);
- (b) every Shareholder or proxy or other attendee is required to sterilise their hands with hand sanitiser and register at the counter at the entrance of the venue;
- (c) every Shareholder or proxy or other attendee is required to wear surgical face mask throughout the Annual General Meeting; and
- (d) no refreshment will be served, and there will be no corporate gift.

Any person who does not comply with the above precautionary measures may be denied entry into the Annual General Meeting venue.

**Shareholders are reminded that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising their voting rights. The Company strongly recommends the Shareholders to appoint the chairman of the Annual General Meeting as their proxy to vote on their behalf in respect of the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and returning the proxy form enclosed with this circular, to minimise the risk of infection.**

#### (B) Special Arrangements

Due to the travel restrictions between Hong Kong and the PRC, the following additional arrangements will be made for the Annual General Meeting:

- (a) the Board understand that Shareholders may not be able to attend the Annual General Meeting in person at the Annual General Meeting venue. If Shareholders wish to exercise their voting rights at the Annual General Meeting, they are recommended to cast their vote by lodging their proxy forms with the Company's Hong Kong branch share registrar and transfer

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## LETTER FROM THE BOARD

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office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Share Registrar**") or to submit your form of proxy electronically via designated website <https://spot-meeting.tricor.hk> in advance of the Annual General Meeting and appointing the chairman of the Annual General Meeting to vote on their behalf at the Annual General Meeting.

- (b) in appointing the chairman of the Annual General Meeting as proxy, the duly completed and signed proxy form must be lodged with the Share Registrar or to submit your form of proxy electronically via designated website <https://spot-meeting.tricor.hk> not later than 48 hours before the time of the Annual General Meeting (i.e. on or before 10:00 a.m. on Monday, 20 June 2022 (Hong Kong time)), or any adjournment thereof.
- (c) registered Shareholder will be able to view and listen to the Annual General Meeting through a live webcast through e-Meeting System and submit questions online during the Annual General Meeting, which can be accessed using computers, mobile phones or any browser-enabled electronic or communication devices.
- (d) for registered Shareholders, login details and information of the Annual General Meeting are included in the "Letter to Shareholders regarding the e-Meeting System" which will be despatched within three business days from the despatch of the notice of the Annual General Meeting.

for proxies or corporate representatives, login details and information of the Annual General Meeting will be provided to the email provided by the registered Shareholder one day before the date of the Annual General Meeting.

for registered Shareholders, proxies or corporate representatives have any enquiries regarding the above arrangement, they should contact the Share Registrar at +852 2975 0928 or by email to [emeeting@hk.tricorglobal.com](mailto:emeeting@hk.tricorglobal.com) from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

- (e) non-registered Shareholders whose shares are held in the Central Clearing and Settlement System through banks, stockbrokers, custodians or the Hong Kong Securities Clearing Company Limited (collectively the "**Intermediary**") may also be able to view and listen to a live webcast of the Annual General Meeting and submit questions in real time via e-Meeting System. In this regard, they should:
  - 1. contact and instruct their Intermediary that they want to view and listen to a live webcast of the Annual General Meeting and submit questions in real time via e-Meeting System; and

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## LETTER FROM THE BOARD

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2. provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the Annual General Meeting arrangements including login details to access the e-Meeting System will be sent by the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Without the login details, non-registered Shareholders will not be able to view and listen to a live webcast of the Annual General Meeting and submit questions in real time via e-Meeting System. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

**Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the Annual General Meeting and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.**

- (f) the Annual General Meeting will be held in the PRC which may conduct in the physical absence for some Shareholders. Shareholders can view and listen to the Meetings through online access by visiting the website <https://spot-emeeting.tricor.hk>. The e-Meeting System will be open for Shareholders to log in from 9:00 a.m. on Wednesday, 22 June 2022 and can be accessed from any location with internet connection by a smart phone, tablet device or computer.
- (g) no remote voting system is provided. For the avoidance of doubt, presence through the e-Meeting System is not counted as quorum or attendance of the Annual General Meeting, and will not revoke any proxy instrument previously delivered to the Company by the same Shareholder.
- (h) shareholders may submit questions related to the resolutions to be tabled for approval at the Annual General Meeting. To do so, all questions must be submitted by 10:00 a.m. on Monday, 20 June 2022 (being not less than 48 hours before the Annual General Meeting) by email to [investorenquiry@jxhuisen.com](mailto:investorenquiry@jxhuisen.com). They may also raise questions during the Annual General Meeting through the live dialogue function. The Board will arrange for as many of the questions asked to be answered as possible at the Annual General Meeting.

**Subject to the development of COVID-19, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check websites of the Company ([www.jxhmgroupp.com](http://www.jxhmgroupp.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for further announcements and updates on the Annual General Meeting arrangements.**

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## LETTER FROM THE BOARD

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### 9. 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 Group. 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.

Yours faithfully,  
For and on behalf of the Board  
**Huisen Household International Group Limited**  
**Zeng Ming**  
*Chairman*

*The following is 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 ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,069,090,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 3,069,090,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 306,909,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **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.

Share repurchase may, depending on the 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 a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE 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 consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2021) 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 of the Company 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 were traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Year</b>	<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>	
2021	April	2.35	2.03	
	May	2.23	2.01	
	June	3.48	2.14	
	July	3.09	2.03	
	August	2.49	2.05	
	September	2.80	2.33	
	October	2.61	2.24	
	November	2.58	2.17	
	December	2.26	1.91	
	2022	January	2.17	1.31
		February	1.48	1.20
		March	1.28	0.71
April ( <i>up to the Latest Practicable Date</i> )		0.83	0.59	

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have 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 repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a repurchase of 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Zeng Ming and Pure Cypress Limited (collectively, the "**Controlling Shareholders**"), controlling shareholders (as defined in the Listing Rules) of the Company, were beneficially interested in 2,193,750,000 Shares, representing approximately 71.48% of the issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, and assuming that there is no other change in the issued share capital of the Company between the Latest Practicable Date and the date of Share repurchase, the aggregate shareholding of the Controlling Shareholders would be increased to approximately 79.42% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the 6 months prior to the Latest Practicable Date.



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

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, the following Directors do not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 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.

**(1) Ms. Zeng Minglan**

**Ms. ZENG Minglan (曾明蘭)**, aged 47, is an executive Director and the vice chairlady of the Board who is responsible for the formulation of financial strategies, financial management and internal control of the Group. She was appointed as an executive Director on 10 September 2018. Ms. Zeng is also a director of certain subsidiaries of our Group and the sister of Mr. Zeng.

Ms. Zeng has over 22 years of experience in financial management and accounting. Ms. Zeng joined the Group in November 2005. Ms. Zeng worked at Ganzhou Jiaye Furniture Co., Limited\* (贛州佳業家具有限公司) as financial manager from June 2005 to September 2007. She was also an accountant of Agriculture Bureau of Gan County\* (贛縣農業局) from November 1997 to March 2005, mainly responsible for the handling of daily accounting matters. Ms. Zeng was also a committee member of the 15th Longnon County Committee of the Chinese People's Political Consultative Conference\* (中國人民政治協商會議龍南縣第十五屆委員會委員).

Ms. Zeng obtained a certificate in the senior financial director course (online program) from the University of International Business and Economics (對外經濟貿易大學) in May 2013.

Ms. Zeng has entered into a director service agreement with the Company for a term of three years commencing from 2 December 2020. Her appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Ms. Zeng is entitled to an annual remuneration of RMB120,000 (excluding any discretionary bonus) which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

\* For identification purpose only



**(2) Mr. Suen To Wai**

**Mr. SUEN To Wai (孫多偉)**, aged 48, is an independent non-executive Director. He was appointed as an independent non-executive Director on 2 December 2020.

Mr. Suen has over 14 years of experience in accounting and financing. He is the independent non-executive Director who has the qualifications and experience to meet the requirements under the Rule 3.10(2) of the Listing Rules. Mr. Suen has been the independent non-executive director of China Zenix Auto International Limited, a company previously listed on the OTC Markets of the U.S. (stock code: ZXAIY) and delisted in January 2022, and Ping An Securities Group (Holdings) Limited, a company listed on the Stock Exchange (stock code: 231), since April 2018 and February 2020, respectively. He is currently an independent non-executive director of MingZhu Logistics Holdings Limited, a company listed on NASDAQ (stock code: YGMZ). He was the company secretary of Asia Energy Logistics Group Limited, a company listed on the Stock Exchange (stock code: 351), from July 2020 to April 2021, the independent non-executive director of CT Environmental Group Limited, a company listed on the Stock Exchange (stock code: 1363), from February 2018 to April 2019, the company secretary of China Smarter Energy Group Holdings Limited, a company listed on the Stock Exchange (stock code: 1004), from February 2017 to April 2019, the company secretary of IDT International Limited, a company listed on the Stock Exchange (stock code: 167), from January 2017 to April 2017 and the chief financial officer and company secretary of China Saite Group Company Limited, a company listed on the Stock Exchange (stock code: 153), from May 2015 to August 2016. He also worked at Deloitte Touche Tohmatsu from January 2001 to 31 January 2012 with his last position as a senior manager.

Mr. Suen is a practising member of the Hong Kong Institute of Certified Public Accountants. Mr. Suen obtained a bachelor's degree in arts from The Chinese University of Hong Kong in December 1995. He also obtained a bachelor's degree in commerce from The University of Western Australia in March 2001.

Mr. Suen has entered into a letter of appointment with the Company for a term of three years commencing from 2 December 2020. His appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Suen is entitled to a director's fee of HK\$180,000 per annum with effect from 29 December 2020.

**(3) Ms. Leong Mali**

**Ms. LEONG Mali (梁馬利)**, aged 54, has been appointed as an independent non-executive Director on 26 January 2022. Ms. Leong has over 20 years of experience in the financial investment industry of the Asia-Pacific region. She is currently the chairlady of the board of director of Transpac Capital Limited ("**Transpac Capital**"), a company principally engaged in investment in different portfolio companies located in Asia and she is

mainly responsible for the strategic development and business management of Transpac Capital. In 2009, she was selected as one of the ten most intelligent person in China (中華十大才智人物).

Ms. Leong has entered into a letter of appointment with the Company for an initial term of three years commencing from 26 January 2022. Her appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Ms. Leong shall be entitled to a director's fee of HK\$180,000 per annum which was determined with reference to her experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

**(4) Ms. Zhang Lingling**

**Ms. ZHANG Lingling (張玲玲)**, age 31, is an independent non-executive Director. She was appointed as an independent non-executive Director on 1 April 2022.

Ms. Zhang has solid experience in financial analysis, initial public offerings and fund raising in secondary market. Ms. Zhang obtained a bachelor's degree in accounting from Chengdu University of Information Technology in 2013 and a master's degree in Business Administration from the Open University of Hong Kong in 2019. Ms. Zhang obtained the securities qualification certificate of The Securities Association of China, the fund qualification certificate of Asset Management Association of China and the Certification of China Banking Professional. Ms. Zhang is currently the vice president and a representative of Funderstone Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO and a representative of Funderstone Futures Limited, a corporation licensed to carry out Type 2 (dealing in future contracts) regulated activity under the SFO. Ms. Zhang is currently the independent non-executive director of Sterling Group Holdings Limited (stock code: 1825), a company listed on the Main Board of the Stock Exchange.

Ms. Zhang has entered into a letter of appointment with the Company for an initial term of three years commencing from 1 April 2022. Her appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Ms. Zhang is entitled to a director's fee of HK\$180,000 per annum which was determined by the Board based on the recommendation of the remuneration committee of the Company with reference to her experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

**(5) Mr. Feng Zhaowei**

**Mr. FENG Zhaowei (馮昭威)**, age 39, is an independent non-executive Director. He was appointed as an independent non-executive Director on 7 April 2022.

Mr. Feng has strong experience in strategic management and investment. In 2016, Mr. Feng joined Poten Environment Group Co., Ltd. (博天環境集團股份有限公司) (stock code: 603603), a company listed in the Shanghai Stock Exchange, as the deputy general manager of strategic brand department and he worked as the investment director of the investment department from 2018 to 2020, mainly responsible for the strategic investment and overseeing the mergers and acquisition of such company. He is currently the head of strategic development department of Welle Environmental Group Co., Ltd. (維爾利環保科技集團股份有限公司) (stock code: 300190), a company listed on the Shenzhen Stock Exchange, and he is mainly responsible for the internal decision-making and implementation of the strategic development plans of such company and its subsidiaries. Mr. Feng also has strong experience in mechanical and electrical engineering, in particular, Mr. Feng has previously worked in ABB Beijing Drive Systems Co., Ltd., ABB AG and the Shanghai branch of Schneider Electric (China) Co., Ltd. (施耐德電氣(中國)有限公司上海分公司). Mr. Feng obtained a master's degree in electrical power engineering from RWTH Aachen University in February 2011. Mr. Feng is completing a master's degree in business administration in the University of Chicago.

Mr. Feng has entered into a letter of appointment with the Company for an initial term of three years commencing from 7 April 2022. His appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Feng is entitled to a director's fee of HK\$180,000 per annum which was determined by the Board based on the recommendation of the remuneration committee of the Company with reference to his experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

#### **(6) Mr. Zhou Zhongqi**

**Mr. ZHOU Zhongqi (周中琪)**, age 59, is an independent non-executive Director. He was appointed as an independent non-executive Director on 7 April 2022.

Mr. Zhou has more than 30 years of experience in real estate development and equity investment. He is currently the chief executive officer of Shanghai Han Heart Jinggong Investment Management Co., Ltd. (上海漢心景紅投資管理有限公司), a company registered under the Asset Management Association of China and is principally engaged in investment in the equity market. During 1999 to 2008, Mr. Zhou has worked as a deputy general manager or general manager in various companies such as Shanghai Xinyiyuan Technology Development Co., Ltd. (上海鑫易園科技發展股份有限公司), Shanghai Sunshine Investment (Group) Co., Ltd. (上海陽光投資(集團)有限公司), Shanghai Jinchang Real Estate Development Co., Ltd. (雅恒數字(上海)商業管理有限公司) and Jiangsu GCL Real Estate Co., Ltd. (江蘇協鑫房地產有限公司), which he was mainly responsible for formulation and implementation on business strategies in relation to property development. Mr. Zhou obtained a bachelor's degree in literature from Shanghai University in 1986.

Mr. Zhou has entered into a letter of appointment with the Company for an initial term of three years commencing from 7 April 2022. His appointment is subject to termination at any time by either party giving to the other not less than three months' notice in writing or payment in lieu of notice, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Zhou is entitled to a director's fee of HK\$180,000 per annum which was determined by the Board based on the recommendation of the remuneration committee of the Company with reference to his experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

**PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION**

(1) By deleting the words “Companies Law” wherever they may appear and replacing them with the words “Companies Act”.

(2) By deleting the first paragraph of Article 1(A) in its entirety and replacing it with the following:

“The regulations contained or incorporated in Table A of the Schedule to the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) shall not apply to this Company.”

(3) By adding the words “including but not limited to HKSCC” at the end of the “clearing house.”

(4) By deleting the definition of “the Companies Law” in its entirety and replacing it with the following definition of “Companies Act:

““Companies Act” shall mean the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands;”

(5) By adding the following definitions immediately after the definition of “dividend”:

““electronic communication” a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium;”

““electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities.”

(6) By adding the following definitions immediately after “HK\$”:

““HKSCC” means Hong Kong Securities Clearing Company Limited;”

““hybrid meeting” shall mean a general meeting convened for the (i) physical attendance by shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;”

(7) By adding the following definitions immediately after “Listing Rules”:

“Meeting Location” has the meaning given to it in Article 71A;”

- (8) By adding the following definitions immediately after “paid”:

““physical meeting” shall mean a general meeting held and conducted by physical attendance and participation by shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;”

“Principal Meeting Place” shall have the meaning given to it in Article 65;”

- (9) By adding the following definition of “subsidiary” immediately after the definition of “Statutes”:

““subsidiary” shall have the meanings ascribed to it by section 15 of the Companies Ordinance (Cap. 622) of the laws of Hong Kong as in force at the adoption of these Articles;”

- (10) By adding the following as Articles 1(H), 1(I), 1(J), 1(K) and 1(L) respectively after Article 1(G):

“(H) A reference to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.”

“(I) References to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.”

“(J) References to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).”

“(K) References to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a Notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

“(L) Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

(11) By replacing the word “presents” with the word “Articles” in Article 2.

(12) By adding the words “or postponed meeting” immediately after the words “adjourned meeting” and the word “or postponed” immediately after the words “meeting adjourned” in Article 5 (A).

(13) By deleting the following words in Article 15 and replacing them with a full stop:

“provided that, in respect of a purchase of redeemable shares: (i) the price per share for purchases proposed to be made otherwise than by tender in the manner prescribed in (ii) below or on or through a stock exchange on which such shares are listed with the consent of the Company shall not exceed one hundred (100) per cent. of the average closing prices for dealings in one or more board lots of such shares on the principal stock exchange on which the shares are traded for the five (5) trading days immediately before the date on which the purchase is made (whether conditionally or otherwise); and (ii) where any such purchase is proposed to be made by tender, tenders shall be made available to all holders of such shares on the same terms;”

(14) By adding the following sentence at the end of Article 15:

“The Directors may accept the surrender for no consideration of any fully paid share.”

(15) By deleting article 17(C) in its entirety and replacing it with the following:

“(C) The Register and branch register of shareholders, as the case may be, shall be open to inspection for at least two (2) hours during business hours by shareholders without charge or by any other person, upon a maximum payment of HK\$2.50 or such lesser sum specified by the Directors, at the Registered Office or such other place at which the principal register or branch register of the Company maintained in Hong Kong is kept in accordance with the Companies Act or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Directors at the Registration Office.”



(16) By adding the following as a new Article 41(D):

“41. (D) Notwithstanding the provisions of Articles 39 and 40 above, at all times during the Relevant Period, title to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.”

(17) By deleting Article 47 in its entirety and replacing it with the following:

“47. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any Newspapers or by any other means in accordance with the requirements of any stock exchange in the Relevant Territory to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Directors may determine. The period of thirty (30) days may be extended in respect of any year if approved by the shareholders by ordinary resolution.”

(18) By deleting Article 62 in its entirety and replacing it with the following:

“62. At all times during the Relevant Period (but not otherwise) the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (or such longer period as may be permitted by the rules of the stock exchange on which any securities of the Company are listed with the permission of the Company).”

(19) By adding the following wording at the end of Article 63:

“All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in the Relevant Territory or in any part of the world and at one or more locations as provided in Article 71A, as a hybrid meeting or as an electronic meeting, as may be determined by the Directors in their absolute discretion.”



(20) By deleting Article 64 in its entirety and replacing it with the following:

“64. The Directors may, whenever they think fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Secretary for the purpose of requiring an Extraordinary General Meeting to be called by the Directors for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.”

(21) By deleting Articles 65 in its entirety and replacing it with the following:

“65. An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify (a) the day and the hour of meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Directors pursuant to Article 71A the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority representing holding not less than ninety-five (95) per cent. of the total voting rights at the meeting of all the shareholders.”

(22) By deleting Article 68 in its entirety and replacing it with the following:

“68. For all purposes the quorum for a general meeting shall be two shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy, and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.”

(23) By deleting Article 69 in its entirety and replacing it with the following:

“69. If within fifteen minutes (or such longer time not exceeding one hour as the Chairman of the meeting may determine to wait) from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 63 as the Chairman of the meeting (or in default, the Directors) may absolutely determine. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the shareholder or his representative or proxy present (if the Company has only one shareholder), or the shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.”

(24) By deleting Article 70 in its entirety and replacing it with the following:

“70. The Chairman of the Board or if there is more than one Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the Deputy Chairman or Vice Chairman (if any) or if there is more than one Deputy Chairman or Vice Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no Chairman or Deputy Chairman or Vice Chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the shareholders present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.”

(25) By deleting Article 71 in its entirety and replacing it with the following:

“71. Subject to Article 71C, the Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days’ notice, specifying the details set out in Article 65 shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.”

(26) By adding the followings Articles 71A, 71B, 71C, 71D, 71E, 71F and 71G:

“71A.(1) The Directors may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Directors at its absolute discretion. Any shareholder or any proxy attending and participating in such way or any shareholder or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(2) All general meetings are subject to the following and, where appropriate, all references to a “shareholder” or “shareholders” in this sub-paragraph (2) shall include a proxy or proxies respectively:

(a) where a shareholder is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

(b) shareholders present in person or by proxy at a Meeting Location and/or shareholders attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that shareholders at all Meeting Locations and shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

- (c) where shareholders attend a meeting by being present at one of the Meeting Locations and/or where shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting.
- (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

71B. The Directors and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a shareholder who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any shareholder so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

71C. If it appears to the chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 71A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or

- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

- 71D. The Directors and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Directors or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Shareholders shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.
- 71E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice,

including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Directors shall notify the shareholders of details of such change in such manner as the Directors may determine;
- (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, unless already specified in the original Notice of the meeting, the Directors shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the shareholders of such details in such manner as the Directors may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and
- (d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the shareholders.

71F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

71G. Without prejudice to other provisions in Article 71, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”



(27) By deleting Article 72 in its entirety and replacing it with the following:

“72. (A) At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that in the case of a physical meeting the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its shareholders; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

(B) In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands a poll may be demanded:

- (i) by at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (ii) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one- tenth of the total voting rights of all shareholders having the right to vote at the meeting; or
- (iii) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation, by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one- tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a shareholder or in the case of a shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the shareholder.”

(28) By replacing the word “Member” with “shareholder” wherever it appears in Article 76.

- (29) By adding the words “or postponed meeting,” immediately after the words “or adjourned meeting” in Article 77.
- (30) By adding the words “or postponed meeting,” immediately after the words “adjourned meeting” in Article 81 (A).
- (31) By re-lettering Article 81 (B) as Article 81 (C) and adding the following as Article 81 (B):
- “81. (B) All shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”
- (32) By deleting Article 85 in its entirety and replacing it with the following:
- “85. (A) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.
- (B) The instrument appointing a proxy and (if required by the Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address



in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

- (33) By adding the words “or postponement” immediately after the words “any adjournment” in Article 87.
- (34) By adding the words “or postponed meeting” immediately after the words “or adjourned meeting,” in Article 88.
- (35) By adding the words “to speak and” immediately after the words “relevant authorisation including” in Article 89(B).
- (36) By adding the words “or postponed meeting” immediately after the words “or adjourned meeting” wherever they appear in Article 90.
- (37) By deleting Article 104 (H) in its entirety and replacing it with the following:

“(H) A Director shall not vote (nor be counted in the quorum) on any resolution of the Directors approving any contract or arrangement or proposal in which he or his close associates is to his knowledge materially interested, and if he shall do so his vote shall not be counted (nor is he counted in the quorum for that resolution). Such Director shall physically absent himself from the relevant session of the meeting of the Directors at which matters relating to such contract or arrangement or proposal shall be considered by the Directors, before the other Directors discuss and decide on such matters, unless such Director is required to be present at that session of the meeting of the disinterested Directors by resolution of the remaining disinterested Directors (provided always that such Director may not vote and will not be counted in the quorum for the voting of the resolution relating to such contract or arrangement or proposal). The prohibition of this paragraph (H) shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
- (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;

- (b) to a third party in respect of a debt or obligations of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves guaranteed or secured or otherwise assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

(38) By deleting Article 109 in its entirety and replacing it with the following:

“109. The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”

(39) By deleting Article 111 in its entirety and replacing it with the following:

“111. The shareholders may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”

(40) By adding the words “or more,” immediately after the words “otherwise appoint one” in Article 129.

(41) By adding the words “or postpone,” after the word “adjourn” in Article 130.

(42) By adding the following wording at the end of Article 139 (A):

“A notification of consent to such resolution given by a Director in writing to the Directors by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article.”

(43) By adding the following Article as a new Article 150 (D):

“150.(D) Notwithstanding any provisions in these Articles, the Directors may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders at a general meeting.”

(44) By deleting Article 173 (A) in its entirety and replacing it with the following:

The shareholders shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Directors, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. The remuneration of the Auditor shall be fixed by the Company by Ordinary Resolution in general meeting or in such manner as the shareholders may determine by a body that is independent of the Directors and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.

(45) By replacing the word “Special” with “Ordinary” in Article 173(B).

(46) By deleting Article 177 in its entirety and replacing it with the following.

“177 (A) (1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company to a shareholder shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:

- (a) by serving it personally on the relevant person;
- (b) by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by placing an advertisement in appropriate Newspapers or other publication and where applicable, in accordance with the requirements of the stock exchange in the Relevant Territory;
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 177(A)(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;

- (f) by publishing it on the Company's website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "notice of availability"); or
    - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
  - (2) The notice of availability may be given to the shareholder by any of the means set out above other than by posting it on a website.
  - (3) 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.
  - (4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
  - (5) Every shareholder 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.
  - (6) 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 172(B), 172(C) and 177 may be given in the English language only or in both the English language and the Chinese language.
- (B) Any Notice or other document:
- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into

the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Directors that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (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 stock exchange in the Relevant Territory, is deemed given by the Company to a shareholder on the day following that on which a notice of availability is deemed served on the shareholder;
- (c) if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;
- (d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Directors as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (e) 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."

(47) By adding the following as a new Article 194:

**"FINANCIAL YEAR**

194. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 December in each year."



HUISEN GROUP

## Huisen Household International Group Limited

### 匯森家居國際集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2127)**

**Notice is hereby given** that the annual general meeting (the “**Annual General Meeting**”) of Huisen Household International Group Limited (the “**Company**”) will be held at Longling Furniture Industrial Park, Longling Town, Nankang District, Ganzhou City, Jiangxi Province, PRC on Wednesday, 22 June 2022 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2021.
2. To re-elect the following directors of the Company and to authorise the board of directors of the Company to fix the respective directors’ remuneration:
  - (a) Ms. Zeng Minglan as an executive director of the Company;
  - (b) Mr. Suen To Wai as an independent non-executive director of the Company;
  - (c) Ms. Leong Mali as an independent non-executive director of the Company;
  - (d) Ms. Zhang Lingling as an independent non-executive director of the Company;
  - (e) Mr. Feng Zhaowei as an independent non-executive director of the Company; and
  - (f) Mr. Zhou Zhongqi as an independent non-executive director of the Company.
3. To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company 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 during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares 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 under a share option scheme of the Company; and
  - (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,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the 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 in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company 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 total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the 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 in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company 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 number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

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

“**THAT** the articles of association of the Company be amended in the manner as set out in the circular of the Company dated 29 April 2022 (the “**Circular**”); the amended and restated articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of the meeting; and that any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated articles of association of the Company.”

By Order of the Board  
**Huisen Household International Group Limited**  
**Zeng Ming**  
*Chairman*

Hong Kong, 29 April 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. As set out in the section headed “Precautionary Measures and Special Arrangements for the Annual General Meeting” of the Circular, the Board understand that Shareholders may not be able to attend the Annual General Meeting in person at the Annual General Meeting venue. If Shareholders wish to exercise their voting rights at the Annual General Meeting, they are recommended to cast their vote by lodging their proxy forms with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at the address stated in note 4 below or to submit your proxy form electronically via designated website <https://spot-meeting.tricor.hk> in advance of the Annual General Meeting and appointing the chairman of the Annual General Meeting to vote on their behalf at the Annual General Meeting. Registered Shareholders will be able to view and listen to the Annual General Meeting through a live webcast through e-Meeting System, which can be accessed using computers, mobile phones or any browser-enabled electronic or communication devices. In the case of joint holders of Shares only ONE PAIR of log-in username and password will be provided to the joint holders. Any one of such joint holders may view and participate in the Annual General Meeting. No remote voting system is provided. For the avoidance of doubt, presence through the e-Meeting System is not counted as quorum or attendance of the Annual General Meeting, and will not revoke any proxy instrument previously delivered to the Company by the same Shareholder. Please refer to the Circular for further details on the special arrangements for the Annual General Meeting.
2. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution to be voted 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 Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy, or if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
4. In order to be valid, the form of proxy and, if requested by the board of directors of the Company, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at 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 appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 20 June 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive, during which period no transfer of share(s) of the Company will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holder(s) of share(s) of the Company shall ensure that all transfer document(s) accompanied by the relevant share certificate(s) 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 for registration not later than 4:30 p.m. on Thursday, 16 June 2022.
6. References to time and dates in the Notice are to Hong Kong time and dates.

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## NOTICE OF ANNUAL GENERAL MEETING

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*As at the date of this Notice, the executive directors of the Company are Mr. Zeng Ming, Ms. Zeng Minglan and Mr. Wu Runlu; and the independent non-executive directors of the Company are Mr. Suen To Wai, Ms. Leong Mali, Ms. Zhang Lingling, Mr. Feng Zhaowei and Mr. Zhou Zhongqi.*