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

**If you have sold or transferred** all your shares in **China Hongguang Holdings Limited** (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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.



**China Hongguang Holdings Limited**  
**中國宏光控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8646)**

**PROPOSALS FOR GRANT OF  
ISSUING MANDATE AND REPURCHASE MANDATE,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“**AGM**”) of the Company to be held at Jieyang Donghu Grand Hotel, No. 8, South of Wangjiang North Road, West of Donghu Road, Rongcheng District, Jieyang City, Guangdong Province, the PRC on Friday, 28 June 2024 at 3:00 p.m. is set out on pages 13 to 17 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

*This circular will remain on the “Latest Listed Company Information” page on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its posting. This circular will also be published on the website of the Company at [www.hongguang.hk](http://www.hongguang.hk).*

27 May 2024

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Jieyang Donghu Grand Hotel, No. 8, South of Wangjiang North Road, West of Donghu Road, Rongcheng District, Jieyang City, Guangdong Province, the PRC on Friday, 28 June 2024 at 3:00 p.m., notice of which is set out on pages 13 to 17 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company adopted on 11 December 2019 and as amended, supplemented or modified from time to time
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Company”	China Hongguang Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
“Controlling Shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules and unless the context requires otherwise, refers to Mr. WEI Jiakun, Ms. LIN Weishan, Ms. LIU Rong, Wei Family Limited and Ming Liang Global Limited
“core connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented and modified from time to time
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuing Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or deal with Shares of not exceeding 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	27 May 2024, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	13 January 2020, being the date of listing of the Shares on GEM
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to of not exceeding 10% of the aggregate number of issued Shares at the date of passing of the relevant resolution at the AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented and modified from time to time
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent

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LETTER FROM THE BOARD

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**China Hongguang Holdings Limited**

**中國宏光控股有限公司**

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

**(Stock Code: 8646)**

*Executive Directors:*

Mr. WEI Jiakun (*Chief Executive Officer*)

Ms. LIN Weishan (*Chairwoman*)

Mr. CHEN Biming

Ms. LI Wanna

*Registered Office:*

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Independent Non-executive Directors:*

Ms. CHEN Xiuyan

Mr. JIA Xiaogang

Mr. WU Yong

*Head Office and Principal Place of  
Business in the PRC:*

Eastside of Middle of Rongchi Road

Xianqiao, Rongcheng, Jieyang

Guangdong, the PRC

*Principal Place of Business  
in Hong Kong:*

Room 1202, 1204-06

12th Floor

The Chinese Bank Building

61 Des Voeux Road

Central, Hong Kong

27 May 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GRANT OF  
ISSUING MANDATE AND REPURCHASE MANDATE,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issuing Mandate and Repurchase Mandate and the extension of the Issuing Mandate by addition thereto

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## LETTER FROM THE BOARD

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the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; and (iv) give you notice of the AGM.

### GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders at the annual general meeting of the Company held on 30 June 2023. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a general unconditional mandate to allot, issue and deal with Shares of not exceeding 20% of the aggregate number of issued Shares as at the date of the passing of the proposed resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issuing Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issuing Mandate or the Repurchase Mandate (if so granted to the Directors at the AGM).

The Issuing Mandate allows the Company to allot, issue and deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "**Relevant Period**").

Subject to the passing of the relevant resolution to approve the Issuing Mandate and on the basis of 458,990,000 issued Shares as at the Latest Practicable Date and that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and deal with a maximum of 91,798,000 new Shares under the Issuing Mandate, representing 20% of the aggregate number of issued Shares as at the date of the AGM.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders at the annual general meeting of the Company held on 30 June 2023. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general unconditional mandate to repurchase Shares of up to 10% of the aggregate number of issued Shares as at the date of the passing of the proposed resolution. The Repurchase Mandate allows the Company to make purchases only during the Relevant Period.

Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis of 458,990,000 issued Shares as at the Latest Practicable Date and that no further

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## LETTER FROM THE BOARD

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Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 45,899,000 Shares under the Repurchase Mandate, representing 10% of the aggregate number of issued Shares as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 84(1) and 84(2) of the Articles of Association, Mr. CHEN Biming, Ms. CHEN Xiuyan and Mr. JIA Xiaogang will retire by rotation and being eligible, will offer themselves for re-election at the AGM.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

### AGM

A notice convening the AGM to be held at Jieyang Donghu Grand Hotel, No. 8, South of Wangjiang North Road, West of Donghu Road, Rongcheng District, Jieyang City, Guangdong Province, the PRC on Friday, 28 June 2024 at 3:00 p.m. is set out on pages 13 to 17 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use by Shareholders at AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both dates inclusive) during which period no transfer of Shares will be registered.



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## LETTER FROM THE BOARD

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In order to qualify for attending at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 24 June 2024.

### RECOMMENDATION

The Directors consider that the granting of the Issuing Mandate, the Repurchase Mandate, the extension of the Issuing Mandate and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board  
**China Hongguang Holdings Limited**  
**LIN Weishan**  
*Chairwoman and Executive Director*

*This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate pursuant to Rule 13.08 of the GEM Listing Rules.*

### **1. SHARE CAPITAL**

Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis of 458,990,000 Shares in issue as at the Latest Practicable Date and that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 45,899,000 Shares during the Relevant Period.

### **2. SOURCE OF FUNDS**

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

### **3. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net assets value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and the Shareholders as a whole.

#### 4. SHARE PRICES

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

Month	Share Prices	
	Highest HK\$	Lowest HK\$
<b>2023</b>		
May	0.325	0.153
June	0.260	0.176
July	0.335	0.201
August	0.330	0.216
September	0.305	0.181
October	0.320	0.244
November	0.305	0.238
December	0.275	0.242
<b>2024</b>		
January	0.290	0.195
February	0.228	0.185
March	0.230	0.190
April	0.229	0.184
May ( <i>up to the Latest Practicable Date</i> )	0.280	0.191

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company confirms that the explanatory statement set out in this appendix contains the information required under Rule 13.08 of the GEM Listing Rules and that either the explanatory statement nor the Repurchase Mandate has any unusual features.

#### 6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate

control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and in so far the Directors are aware of, the Controlling Shareholders owned 249,750,000 Shares, representing 54.41% of the issued share capital of the Company. In the event that the Repurchase Mandate was exercised in full, the interest of the Controlling Shareholders in the Company will be increased to approximately 60.46%. On the basis of the aforesaid increase of shareholding, the Directors are not presently aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

#### **7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares in the event of the Repurchase Mandate is approved by the Shareholders.

#### **8. MATERIAL ADVERSE CHANGE**

There might be a material adverse impact on the working capital or gearing position of the Company as compared the financial position of the Company as at 31 December 2023 (being the date on which the latest audited accounts of the Company have been made up) in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate to the Company.

#### **9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the date of this circular.

*The following are particulars of the Directors proposed to be re-elected at the AGM:*

**Mr. CHEN Biming (陳璧明) (“Mr. Chen”)**

Mr. Chen aged 47, was appointed as an Executive Director of the Group on 27 May 2019. Mr. Chen is primarily responsible for human resources and administration of the Group. Mr. Chen obtained the qualification of labor relations coordinator (勞動關係協調員) from the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) in December 2018. Mr. Chen joined Hongguang Glass in May 2013 as head of administration. Mr. Chen has approximately 16 years of experience in business management. Prior to joining the Group, from September 2007 to May 2013, Mr. Chen worked as an assistant to the general manager and as a shopping mall manager at Jieyang Century Sunshine Home Company Limited\* (揭陽市世紀陽光家居有限公司).

Mr. Chen graduated from South China University of Technology\* (華南理工大學) in an administration management programme in January 2008 through online education.

Mr. Chen does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, Mr. Chen does not hold any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Chen has entered into a service contract on 11 December 2019 with the Company for a term of three years commencing from the Listing Date unless terminated by either party by giving at least three months' notice in writing to the other party, and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is entitled to HK\$214,000 as annual remuneration (excluding any discretionary bonus which may be paid). The Remuneration Committee of the Company will review her remuneration and then make recommendation to the Board.

As at the Latest Practicable Date, Mr. Chen had no interest in any Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Mr. Chen does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Chen required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**Ms. CHEN Xiuyan (陳秀燕) (“Ms. Chen”)**

Ms. Chen, aged 48, was appointed as an Independent Non-Executive Director of the Company on 13 January 2020. Ms. Chen is responsible for providing independent advice to the board of directors, and is the chairwoman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company. Ms. Chen studied finance at the Sichuan University (四川大學) (online course) from March 2003 to June 2005.

Ms. Chen has approximately 21 years of experience in the field of accounting. She has been employed at Guangdong Life Strong Pharmaceutical Company Limited\* (廣東萬年青製藥有限公司) since October 2002. From October 2002 to August 2006, she worked as a deputy financial manager, and from August 2006 to December 2011, as a financial manager. Since January 2012, Ms. Chen has been its chief finance officer, where she is responsible for overseeing the finance matters. Since July 2019, Ms. Chen has also been the director.

She was registered as a tax agent (註冊稅務師) of the PRC in June 2007, and became a non-practising member of the Guangdong Provincial Institute of Certified Public Accountants (廣東省註冊會計師協會) in October 2016. Ms. Chen was also certified as a board secretary by the Shenzhen Stock Exchange in December 2016. Ms. Chen served as a member of the fourth Shantou Jinping Committee of CPPCC (政協汕頭市金平區第四屆委員會) in November 2016 and has been serving as a supervisor of the Shantou Institute of Chartered Accountants (汕頭市註冊會計師協會) since March 2017.

Ms. Chen has entered into a service contract on 11 December 2019 with the Company for an initial term of one year commencing from the Listing Date and shall continue for an additional term of one year upon expiry of the initial term unless terminated by either party by giving at least three months' notice in writing to the other party, and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. She is entitled to HK\$120,000 as annual remuneration. The Remuneration Committee of the Company will review his remuneration and then make recommendation to the Board.

As at the Latest Practicable Date, Ms. Chen had no interest in any Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Ms. Chen does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Ms. Chen required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**Mr. JIA Xiaogang (賈小剛) (“Mr. Jia”)**

Mr. Jia, aged 67, was appointed as an Independent Non-Executive Director of the Company on 13 January 2020. Mr. Jia is responsible for providing independent advice to the board of directors, and is the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Jia completed his tertiary education in Chinese language and literature at Hunan Radio and Television University\* (湖南廣播電視大學) in July 1988.

Mr. Jia has extensive experience in the glass processing industry. He was employed at Zhuzhou Glass Factory\* (株洲玻璃廠) (now known as Zhuzhou Xinguangming Glass Company Limited\* (株洲新光明玻璃有限公司)) from September 1988 to December 1996. He joined the company in September 1988 and assumed various senior positions in the sales department of the company. From January 1997 to November 2008, he was employed by and assumed various senior positions in two other companies in the PRC engaging in glass manufacturing. He established a company called Zhuzhou Xinrun Trading Company Limited\* (株洲新潤貿易有限公司) in June 2010 and has been the director and legal representative of the company since then. He was appointed as a deputy director of China Glass Circulation Chamber of Commerce\* (中國玻璃流通商會) in January 2016 and is currently serving as a consultant for the Guangdong Glass Circulation Chamber of Commerce\* (廣東省玻璃流通商會).

Mr. Jia does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, Mr. Jia does not hold any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Jia has entered into a service contract on 11 December 2019 with the Company for an initial term of one year commencing from the Listing Date and shall continue for an additional term of one year upon expiry of the initial term unless terminated by either party by giving at least three months' notice in writing to the other party, and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is entitled to HK\$120,000 as annual remuneration. The Remuneration Committee of the Company will review his remuneration and then make recommendation to the Board.

As at the Latest Practicable Date, Mr. Jia had no interest in any Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Mr. Jia does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Jia required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

\* denotes the English translation of the name of a Chinese company or vice versa, and is provided for identification purposes only.



**China Hongguang Holdings Limited**

**中國宏光控股有限公司**

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

**(Stock Code: 8646)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of China Hongguang Holdings Limited (the “**Company**”) will be held at Jieyang Donghu Grand Hotel, No. 8, South of Wangjiang North Road, West of Donghu Road, Rongcheng District, Jieyang City, Guangdong Province, the PRC on Friday, 28 June 2024 at 3:00 p.m. to transact the following business:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors of the Company (the “**Directors**”) and the auditors the Company for the year ended 31 December 2023.
2.
  - (a) To re-elect Mr. CHEN Biming as an Executive Director.
  - (b) To re-elect Ms. CHEN Xiuyan as an Independent Non-Executive Director.
  - (c) To re-elect Mr. JIA Xiaogang as an Independent Non-Executive Director.
3. To authorise the Board of Directors to fix the Directors’ remuneration.
4. To re-appoint CCTH CPA Limited as the auditors of the Company and to authorise the Board of Directors to fix their remuneration.
5. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not



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## NOTICE OF AGM

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limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debenture convertible into shares of the Company) which might require the shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any other persons of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue 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 (the “**Articles of Association**”); or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose

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names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on GEM or any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; 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 or any applicable laws of the Cayman Islands to be held; and
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”

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

“**THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this resolution.”

By Order of the Board  
**China Hongguang Holdings Limited**  
**LIN Weishan**  
*Chairwoman and Executive Director*

Hong Kong, 27 May 2024

*Notes:*

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.
4. According to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the annual general meeting will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
5. Where there are joint holders of any share, any one of such joint holders may vote at the meeting either personally or by proxy, in respect such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the votes of the senior holder who tenders a vote, whether in person or by

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proxy, shall be accepted to the exclusion of the votes of other joint holders and, for this purpose, seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.

6. With regard to ordinary resolutions set out in paragraphs 2, 5 to 7 of this notice, a circular giving details of the re-election of Directors and general mandates to issue and to repurchase shares will be despatched to the shareholders of the Company. Details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular dated 27 May 2024 (the “**Circular**”).
7. An explanatory statement containing information regarding ordinary resolution in item 6 of this notice is set out in Appendix I to the Circular.