
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult 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 Hong Kong Johnson Holdings Co., Ltd., 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.

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Hong Kong Johnson Holdings Co., Ltd.

香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1955)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Hong Kong Johnson Holdings Co., Ltd. to be held at 6/F., China Aerospace Centre, No. 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 6 September 2024 at 12:00 noon is set out on pages 21 to 25 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 12:00 noon on Wednesday, 6 September 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish. For the avoidance of doubt and for the purposes of the Listing Rules, holders of Treasury Shares (if any) shall abstain from voting at the Annual General Meeting.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.johnsonholdings.com).

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

No drinks, refreshments or souvenirs will be served or provided at the Annual General Meeting.

This circular is made in English and Chinese. In case of any inconsistency, the English version shall prevail.

30 July 2024

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DEFINITIONS

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

Annual General Meeting”	the annual general meeting of the Company to be held at 6/F., China Aerospace Centre, No. 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 6 September 2024 at 12:00 noon, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the second amended and restated articles of association of the Company adopted by a special resolution passed on 8 September 2023 and currently in force
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Canvest China”	Canvest Environmental (China) Company Limited, a company incorporated in the British Virgin Islands, a direct wholly-owned subsidiary of Yi Feng which in turn is wholly-owned by Canvest Environmental, and one of the controlling shareholders of the Company
“Canvest Environmental”	Canvest Environmental Protection Group Company Limited (stock code: 1381), an exempted company with limited liability incorporated under the laws of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange, and one of the controlling shareholders of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Hong Kong Johnson Holdings Co., Ltd. (stock code: 1955), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 9 July 2018, 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 from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Huafa”	Hong Kong Huafa Investment Holdings Limited, a company incorporated in Hong Kong with limited liability, a direct wholly-owned subsidiary of Zhuhai Huafa and one of the controlling shareholders of the Company
“Huafa Property Services”	Huafa Property Services Group Company Limited (stock code: 982), a company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange and are indirectly owned as to 42.56% by Zhuhai Huafa and is one of the controlling shareholders of the Company
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares and/or to sell or transfer treasury shares, if any, not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	22 July 2024, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	People’s Republic of China, except where the context requires otherwise and only for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of the Company of HK\$0.01 each in the issued 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 (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“Treasury Shares”	has the meaning ascribed to it under the amendments to the Listing Rules which came into effect on 11 June 2024 as amended, supplemented or otherwise modified from time to time
“Yi Feng”	Yi Feng Development Limited, a British Virgin Islands business company incorporated in the British Virgin Islands, a direct wholly-owned subsidiary of Canvest Environmental, and one of controlling shareholders of the Company
“Zhuhai Huafa”	珠海華發集團有限公司(Zhuhai Huafa Group Company Limited*), a state-owned company established in the PRC, and one of the controlling shareholders of the Company
“%”	per cent

* *for identification purpose only*

LETTER FROM THE BOARD



Hong Kong Johnson Holdings Co., Ltd.

香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1955)

Executive Director:

Dr. LI Zhuang (*Vice President*)

Non-executive Directors:

Mr. XIE Hui (*Chairman*)

Mr. YAN Jun

Ms. LI Yanmei

Ms. LEE Wing Yee Loretta

Ms. WONG Ling Fong Lisa

Mr. LU Xuefang

Independent Non-executive Directors:

Mr. FAN Chiu Tat Martin

Dr. GUAN Yuyan

Mr. HONG Kam Le

Mr. LEUNG Siu Hong

Ms. RU Tingting

Registered Office:

Harneys Fiduciary (Cayman) Limited

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

Principal Place of Business

in Hong Kong:

11/F China Aerospace Centre

No. 143 Hoi Bun Road

Kwun Tong

Kowloon, Hong Kong

30 July 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO
REPURCHASE SHARES
AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 109(a) of Articles of Association, Dr. LI Zhuang, Mr. YAN Jun, Ms. WONG Ling Fong Lisa, Mr. LEUNG Siu Hong and Ms. RU Tingting shall retire from office at the Annual General Meeting. In addition, Mr. LU Xuefang, who has been appointed by the board as non-executive Director on 15 July 2024, shall hold office until the Annual General Meeting pursuant to Article 113 of the Articles of Association and shall then be eligible for re-election at such meeting. All of the above Directors, being eligible, will offer themselves for re-election.

The Nomination Committee 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 retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. Ms. RU Tingting has abstained from her own nomination when it was being considered. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors who offer themselves for re-election. The Board, having considered the recommendation of the Nomination Committee, considers that the retiring non-executive Directors will continue to contribute to the Board with their deep understanding of the business of the Group, diversity of skills and perspective and their devotion to the Board, while 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 retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

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 (excluding treasury shares, if any) 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 50,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

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

LETTER FROM THE BOARD

4. PROPOSED GENERAL MANDATE TO ISSUE SHARES

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 or deal with additional Shares and/or to sell or transfer treasury shares, if any, not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 100,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of 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 7 of the notice of Annual General Meeting will also be proposed at the Annual General Meeting. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular.

Pursuant to the Listing Rules and Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. 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) and the Company (www.johnsonholdings.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 12:00 noon on Wednesday, 4 September 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting if they so wish.

6. RECOMMENDATION

The Directors consider that the proposals for the re-election of retiring Directors, Share Repurchase Mandate and the Issuance Mandate 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.

7. RESPONSIBILITY STATEMENT

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

Yours faithfully,
For and on behalf of the Board
Hong Kong Johnson Holdings Co., Ltd.
XIE Hui
Chairman

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

(1) **Dr. LI Zhuang**

Position and Experience

Dr. LI Zhuang (“**Dr. Li**”), aged 45, was appointed as an executive Director and vice president of the Company on 1 April 2022. Dr. Li was appointed as the joint company secretary of the Company on 3 September 2019 and has been the company secretary of the Company since 26 October 2022. He is mainly responsible for overseeing the functions of investment development, corporate governance and investor relations of the Group. Dr. Li has been the company secretary of an indirectly wholly-owned subsidiary of the Company, Johnson Cleaning Services Company Limited (“**Johnson Cleaning**”), since June 2016, mainly responsible for company secretarial affairs. He has been a director of certain subsidiaries of the Company.

Dr. Li has served as a deputy general manager of the capital operations (overseas) division of Zhuhai Huafa, which has an interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and a controlling shareholder of the Company) since April 2018. He is responsible for capital operations and investment and mergers and acquisitions. Dr. Li served as the general manager of overseas direct business management division of Zhuhai Huafa during the period from April 2022 to February 2024.

Dr. Li obtained a bachelor of economics from Zhongnan University of Economics and Law in the PRC in June 2001. He also obtained a master in business administration from Sun Yat-sen University in the PRC in June 2009. Dr. Li completed all program-required courses of Global Financial Management DBA program co-organized by Shanghai Advanced Institute of Finance (SAIF), which was established at Shanghai Jiao Tong University, and WP Carey School of Business of Arizona State University, U.S.A (“**ASU**”), in May 2021 and he was awarded a degree of Doctor of Business Administration in Global Financial Management from ASU.

Dr. Li obtained a board secretary for listed companies qualification from Shenzhen Stock Exchange in February 2023.

Saved as disclosed above, Dr. Li did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Dr. Li has entered into a letter of appointment with the Company for a term of three years commencing from 1 April 2022 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the Articles of Association with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Dr. Li is entitled to the annual remuneration of HK\$1.00.

Relationships

Saved as disclosed above, Dr. Li does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Dr. Li does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Dr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr. Li that need to be brought to the attention of the Shareholders.

(2) Mr. YAN Jun*Position and Experience*

Mr. YAN Jun (“**Mr. Yan**”), aged 42, was appointed as a non-executive Director on 6 June 2022. He has been a director of Johnson Cleaning and Johnson Investment Holding Co., Ltd. (“**Johnson Investment**”, a direct wholly-owned subsidiary of the Company) since 6 June 2022.

Mr. Yan has served as the officer of financial management of Zhuhai Huafa since April 2022 and is the chief financial officer of Zhuhai Huafa since January 2024. Mr. Yan is also the director of Zhuhai Huafa Group Finance Co., Ltd* (珠海華發集團財務有限公司).

Mr. Yan joined Zhuhai Huafa in March 2015. From January 2017 to May 2021, he served as the project manager of finance division, the general manager assistant of financial management division, the general manager of management accounting division and the deputy chief of financial management centre of Zhuhai Huafa.

* for identification purpose only

Mr. Yan obtained a graduate certificate related to a certified public accountant in Accounting Professional with Central University of Finance and Economics (中央財經大學) in 2003 and obtained a Master of Business Administration from School of Economics and Management, Tsinghua University (清華大學經管理學院) in 2015.

Saved as disclosed above, Mr. Yan did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Yan has entered into a letter of appointment with the Company for a term of two years commencing from 6 June 2024 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the Articles of Association with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Yan is entitled to the annual remuneration of HK\$1.00.

Relationships

Saved as disclosed above, Mr. Yan does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Yan does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Yan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yan that need to be brought to the attention of the Shareholders.

(3) Ms. WONG Ling Fong Lisa*Position and Experience*

Ms. WONG Ling Fong Lisa (“**Ms. Wong**”), aged 50, was appointed as a Director on 9 July 2018 and re-designated as a non-executive Director on 24 January 2019. Ms. Wong has been a director of Johnson Cleaning since 26 March 2018 and a director of Johnson Investment since its incorporation on 10 August 2018.

Ms. Wong is the chief financial officer and company secretary of Canvest Environmental. Ms. Wong is primarily responsible for the financial management of the group. Prior to joining Canvest Environmental, she was in charge of the investment department of a private company and was also a financial controller from 2005 to 2012. She worked at KPMG from 1998 to January 2004.

Ms. Wong is a member of the Hong Kong Institute of Certified Public Accountants. She graduated from The Hong Kong Polytechnic University in 1998 with a degree of bachelor of arts in accountancy. She obtained an Executive Master of Business Administration from Tsinghua University in 2024.

Saved as disclosed above, Ms. Wong did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Ms. Wong has entered into a letter of appointment with the Company for a term of two years commencing from 16 October 2023 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the Articles of Association with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Ms. Wong is entitled to the annual remuneration of HK\$1.00.

Relationships

Saved as disclosed above, Ms. Wong does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Wong does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Ms. Wong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Wong that need to be brought to the attention of the Shareholders.

(4) Mr. LU Xuefang*Position and Experience*

Mr. LU Xuefang (“**Mr. Lu**”), aged 59, was appointed as a non-executive Director on 15 July 2024.

Mr. Lu is a non-executive director of Shanghai International Shanghai Growth Investment Limited (“**Shanghai Growth**”, a company listed on Main Board of the Stock Exchange (stock code: 770)). He also serves as a director and chairman of the board of Shanghai International Asset Management (Hong Kong) Company Limited, the investment manager of Shanghai Growth. Mr. Lu is also a director and president of SIIC Investment Company Limited, a wholly-owned subsidiary of Shanghai Industrial Investment (Holdings) Company Limited (“**SIIC**”, together with its subsidiaries, the “**SIIC Group**” which is a substantial shareholder of Shanghai Growth) since August 2018 (which has an interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of the Part XV of the SFO. Mr. Lu has also served as the chairman of The Tien Chu (Hong Kong) Company Limited (香港天廚有限公司) since April 2019.

Mr. Lu has over 28 years’ experience in the fields of asset management, corporate and financial management, finance investment as well as capital markets operations. Mr. Lu joined the SIIC Group in 1996 and has held various positions in SIIC Group’s operating subsidiaries, including (i) the head of investment department of SIIC Real Estate Holdings (Shanghai) Co., Ltd.* (上實置業集團(上海)有限公司) from 1996 to 2000; (ii) the manager of the financial investment department of Shanghai Cyber Galaxy Investment Co., Ltd.* (上海星河數碼投資有限公司) from 2000 to 2006; (iii) the assistant general manager of the finance and planning department of SIIC Group from 2006 to 2009; and (iv) the deputy general manager of Shanghai Cyber Galaxy Investment Co., Ltd.* (上海星河數碼投資有限公司) from 2009 to 2018.

Mr. Lu graduated from Fudan University with a Bachelor of Laws degree in 1987 and a Master’s degree in Economics in 1995.

* for identification purpose only

Saved as disclosed above, Mr. Lu did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Lu has entered into a letter of appointment with the Company for a term of two years commencing from 15 July 2024 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the Articles of Association with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Lu will not receive any Director's fee during his term as a non-executive Director.

Relationships

Saved as disclosed above, Mr. Lu does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Lu does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Lu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Lu that need to be brought to the attention of the Shareholders.

(5) Mr. LEUNG Siu Hong

Position and Experience

Mr. LEUNG Siu Hong (“**Mr. Leung**”), aged 48, was appointed as an independent non-executive Director on 3 September 2019, mainly responsible for providing independent advice to the Group. He is also the chairman of the Remuneration Committee and a member of the Audit Committee.

Mr. Leung has over 26 years of experience in the areas of accounting, auditing and company secretarial work. Mr. Leung has served as the financial controller and company secretary of China Starch Holdings Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3838) since February 2008. Mr. Leung is an independent non-executive director of A. Plus Group Holdings Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1841) since 23 March 2016.

Mr. Leung obtained a designated degree of Master of Arts in Accountancy from the University of Aberdeen in Scotland, the United Kingdom in October 1997. He also obtained a Master of Corporate Governance from the Hong Kong Polytechnic University in October 2011 and a Master of Science in Financial Analysis from The Hong Kong University of Science and Technology in June 2014. Mr. Leung is a fellow member of the Hong Kong Institute of Certified Public Accountants since February 2010 and Association of Chartered Certified Accountants since May 2007. Mr. Leung is also a fellow member of both the Chartered Governance Institute, U.K. and the Hong Kong Chartered Governance Institute since July 2013.

Saved as disclosed above, Mr. Leung did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Leung has entered into a letter of appointment with the Company for a term of two years commencing from 16 October 2023 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the Articles of Association with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Leung is entitled to an aggregate director's fee of HK\$120,000 per annum which was determined by the Board under the authority granted by the Shareholders at the annual general meeting with reference to his duties and responsibilities in the Company and the recommendation made by the Remuneration Committee. Save for the directors' fee, none of the independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

Relationships

Saved as disclosed above, Mr. Leung does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Leung does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders.

(6) Ms. RU Tingting*Position and Experience*

Ms. RU Tingting (“**Ms. Ru**”), aged 49, was appointed as an independent non-executive Director on 3 September 2019, mainly responsible for providing independent advice to the Group. She is the chairwoman of the Nomination Committee and is also a member of the Audit Committee and the Remuneration Committee.

Ms. Ru is an independent non-executive director of International Business Digital Technology Limited (former name: Vixtel Technologies Holdings Limited), a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1782) since 7 April 2022.

During the period from February 2002 to August 2018, Ms. Ru worked in the China Securities Regulatory Commission, first as the deputy director then as the director of the Department of Listed Company Division. Ms. Ru has been a managing partner of Beijing Yongxing Law Firm since September 2018.

Ms. Ru obtained a Bachelor of Laws from China University of Political Science and Law in July 1995 and a Master of Laws from Renmin University of China in June 2001.

Saved as disclosed above, Ms. Ru did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Ms. Ru has entered into a letter of appointment with the Company for a term of two years commencing from 16 October 2023 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the Articles of Association with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Ms. Ru is entitled to an aggregate director's fee of HK\$120,000 per annum which was determined by the Board under the authority granted by the Shareholders at the annual general meeting with reference to her duties and responsibilities in the Company and the recommendation made by the Remuneration Committee. Save for the directors' fee, none of the independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

Relationships

Saved as disclosed above, Ms. Ru does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Ru does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Ms. Ru involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Ru that need to be brought to the attention of the Shareholders.

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 500,000,000 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 the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 500,000,000 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 50,000,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) 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.

Shares 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 March 2024) 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 Shares have traded on the Stock Exchange during the period from 1 July 2023 up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July	0.530	0.480
August	0.495	0.420
September	0.440	0.410
October	0.520	0.470
November	0.500	0.410
December	0.495	0.415
2024		
January	0.485	0.440
February	0.480	0.425
March	0.590	0.460
April	0.540	0.420
May	0.475	0.390
June	0.470	0.415
July (<i>up to and including the Latest Practicable Date</i>)	0.430	0.360

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 amendments to the Listing Rules which came into effect on 11 June 2024 with respect to treasury shares have removed the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either cancel the repurchased Shares and/or hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Issuance Mandate in Ordinary Resolution 6(a) and in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

For Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the relevant dividends or distributions.

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 its memorandum and articles of association, the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODES

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 Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), 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 Codes.

As at the Latest Practicable Date, according to the register kept by the Company under section 336 of the SFO, and so far as is known, or to the best knowledge of the Directors, the following substantial Shareholders (as defined in the Listing Rules) of the Company were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interests as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interests in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution in relation to the Share Repurchase Mandate to be proposed at the Annual General Meeting (and assuming that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting) is shown under the column "After repurchase":

Number	Number of Shares held	Before repurchase	After repurchase
Group I			
Hong Kong Huafa	210,000,000 <i>(Note 1)</i>	42.00%	46.66%
Zhuhai Huafa	221,250,000 <i>(Note 1)</i>	44.25%	49.16%
Canvest China	153,750,000	30.75%	34.16%
Yi Feng	153,750,000 <i>(Note 2)</i>	30.75%	34.16%
Canvest Environmental	153,750,000 <i>(Note 3)</i>	30.75%	34.16%
Best Approach Developments Limited	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
Century Rise Development Limited	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
Harvest Vista Company Limited	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
LAI Kin Man	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
LAI Chun Tung	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
LEE Wing Yee Loretta	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
HSBC International Trustee Limited	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
Group II			
South Pacific International Trading Limited (“South Pacific”)	45,000,000 <i>(Note 5)</i>	9%	10%
SIIC Estate Company Limited	45,000,000 <i>(Note 5)</i>	9%	10%
SIIC Investment Company Limited	45,000,000 <i>(Note 5)</i>	9%	10%
SIIC International (BVI) Company Limited	45,000,000 <i>(Note 5)</i>	9%	10%
Shanghai Industrial Investment (Holdings) Company Limited (“SIIC”)	45,000,000 <i>(Note 5)</i>	9%	10%

Notes:

- (1) Under the SFO, (i) Zhuhai Huafa through Guang Jie Investment Limited is deemed to be interested in 42.56% of Huafa Property Services. Zhuhai Huafa is deemed to be interested in 11,250,000 Shares through Huafa Property Services; and (ii) Hong Kong Huafa is the beneficial owner of 210,000,000 Shares. Zhuhai Huafa is deemed to be interested in a total of 221,250,000 Shares.
- (2) The Shares are registered in the name of Canvest China, the entire share capital of which is wholly owned by Yi Feng. Under the SFO, Yi Feng is deemed to be interested in all the Shares held by Canvest China.
- (3) Yi Feng is wholly owned by Canvest Environmental. Under the SFO, Canvest Environmental is deemed to be interested in all the Shares held by Canvest China (through its shareholding in Yi Feng).

- (4) Canvest Environmental is owned as to 54.7% by Best Approach Developments Limited (which is in turn directly held as to 55% by Harvest Vista Company Limited and indirectly held as to 45% by Harvest Vista Company Limited through Century Rise Development Limited). The entire issued share capital of Harvest Vista Company Limited is held by HSBC International Trustee Limited as trustee of Harvest VISTA Trust, a trust which Ms. LEE Wing Yee Loretta and Mr. LAI Kin Man are founders and established in accordance with the laws of the British Virgin Islands, and Mr. LAI Chun Tung, spouse of Ms. LEE Wing Yee Loretta is the beneficiary of Harvest VISTA Trust. The discretionary beneficiaries of Harvest VISTA Trust include Ms. LEE Wing Yee Loretta, Mr. LAI Kin Man and the personal trust of Ms. LEE Wing Yee Loretta (the beneficiaries of which are Ms. LEE Wing Yee Loretta and her immediate family members). Canvest China is an investment holding company indirectly wholly owned by Canvest Environmental through Yi Feng for the purpose of holding Shares. Under the SFO, Best Approach Developments Limited, Harvest Vista Company Limited, Century Rise Development Limited, Ms. LEE Wing Yee Loretta, Mr. LAI Kin Man, Mr. LAI Chun Tung and HSBC International Trustee Limited are deemed to be interested in all the Shares held by Canvest China.
- (5) South Pacific is a direct wholly-owned subsidiary of SIIC Estate Company Limited and an indirect wholly-owned subsidiary of SIIC Investment Company Limited, SIIC International (BVI) Company Limited and SIIC. SIIC is a company incorporated in Hong Kong with limited liability and an overseas conglomerate controlled by the Shanghai municipal government. As at the Latest Practicable Date, SIIC was the controlling shareholder of Shanghai Industrial Holdings Limited (“SIHL”), a limited liability company incorporated in Hong Kong whose shares are listed on the Stock Exchange (stock code: 0363). As at the Latest Practicable Date, SIHL through its indirect wholly-owned subsidiary, True Victor Holdings Limited, was interested in approximately 19.48% of Canvest Environmental. South Pacific is principally engaged in securities investment.

To the best knowledge of the Directors, the Directors consider that the increase in shareholding of Group I shareholders would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes and the increase in shareholdings of Group I shareholders and/or Group II shareholders would render the public float falling below the prescribed minimum percentage required by the Stock Exchange.

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 Codes 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

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



Hong Kong Johnson Holdings Co., Ltd.

香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1955)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Hong Kong Johnson Holdings Co., Ltd. (the “**Company**”) will be held at 6/F., China Aerospace Centre, No. 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 6 September 2024 at 12:00 noon for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company, the report of the directors and the independent auditor’s report for the year ended 31 March 2024.
2. To declare a final dividend of 0.94 Hong Kong cents per share for the year ended 31 March 2024.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) To re-elect Dr. LI Zhuang as an executive director of the Company;
 - (b) To re-elect Mr. YAN Jun as a non-executive director of the Company;
 - (c) To re-elect Ms. WONG Ling Fong Lisa as a non-executive director of the Company;
 - (d) To re-elect Mr. LU Xuefang as a non-executive director of the Company;
 - (e) To re-elect Mr. LEUNG Siu Hong as an independent non-executive director of the Company;
 - (f) To re-elect Ms. RU Tingting as an independent non-executive director of the Company; and
 - (g) To authorize the board of directors of the Company to fix the respective directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint RSM Hong Kong as auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“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 (excluding treasury shares, if any) 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 memorandum and articles of association of the Company (as amended and restated from time to time) or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “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/or to sell or transfer treasury shares, if any, 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 (including any sale or transfer of treasury shares in the capital of the Company) 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 (as amended and restated from time to time),

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) 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 memorandum and articles of association of the Company (as amended and restated from time to time) or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. “**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury shares in the capital of the Company) 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 (excluding treasury shares, if any) 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).”

By Order of the Board
Hong Kong Johnson Holdings Co., Ltd.
XIE Hui
Chairman

Hong Kong, 30 July 2024

Notes:

1. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at a meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. For the avoidance of doubt and for the purposes of the Listing Rules, holders of Treasury Shares (if any) shall abstain from voting at the Annual General Meeting. Shareholders of the Company who are holders of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need 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 of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. not later than 12:00 noon on Wednesday, 4 September 2024 (Hong Kong time)) or any adjourned meeting (as the case may be). 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.

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 2 September 2024 to Friday, 6 September 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 30 August 2024.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders of the Company at the annual general meeting), the register of members of the Company will be closed from Friday, 13 September 2024 to Monday, 16 September 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 September 2024.
6. If a tropical cyclone warning signal no. 8 or above is hoisted, or a black rainstorm warning signal or "extreme conditions" announced by the Government of the Hong Kong Special Administrative Region is/are in force in Hong Kong at any time between 8:00 a.m. to 12 noon on the day of the Annual General Meeting, the Annual General Meeting will not be held on that day but will be automatically postponed. The Company will publish an announcement on its website at www.johnsonholdings.com and on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.

Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather conditions having regard to their own situations and, if they choose to do so, they are advised to exercise care and caution.

7. References to time and dates in this notice are to Hong Kong time and dates.
8. **No drinks, refreshments or souvenirs will be served or provided at the Annual General Meeting.**

As at the date of this notice, the executive director of the Company is Dr. LI Zhuang (Vice President); the non-executive directors of the Company are Mr. XIE Hui (Chairman), Mr. YAN Jun, Ms. LI Yanmei, Ms. LEE Wing Yee Loretta, Ms. WONG Ling Fong Lisa and Mr. LU Xuefang; and the independent non-executive directors of the Company are Mr. FAN Chiu Tat Martin, Dr. GUAN Yuyan, Mr. HONG Kam Le, Mr. LEUNG Siu Hong and Ms. RU Tingting.

This notice is made in English and Chinese. In case of any inconsistency, the English version shall prevail.