

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (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.

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange 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.

---

## LONGHUI INTERNATIONAL HOLDINGS LIMITED

### 龍輝國際控股有限公司

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

**(Stock Code: 1007)**

## **(1) PROPOSED RENEWAL OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT; AND (4) NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting (the “AGM”) of Longhui International Holdings Limited to be held at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong on Tuesday, 28 June 2022 at 11:00 a.m. is set out on pages 19 to 25 of this circular. Whether or not you are able to attend 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 branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

Due to the constantly evolving coronavirus disease (“COVID-19”) pandemic situation, the Company may be required to change the AGM arrangements when at appropriate. Should there be any changes to the AGM arrangements, the Company will release further announcement(s) on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cre8ir.com/longhui/](http://www.cre8ir.com/longhui/)).

#### PRECAUTIONARY MEASURES FOR THE AGM

Due to the on-going COVID-19 pandemic, to safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the AGM:

- compulsory body temperature checks
- compulsory wearing of a surgical face mask for each attendee
- submission of personal information form, which may be used for contact tracing, if required
- no distribution of corporate gift nor provision of refreshment

**Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue. All attendees are required to wear surgical face masks at all times at the AGM venue. The Company reminds the Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.**

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

29 April 2022

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	12
<b>APPENDIX II — DETAILS OF RETIRING DIRECTORS                   TO BE RE-ELECTED</b> .....	16
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	19

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong on Tuesday, 28 June 2022 at 11:00 a.m. to consider and, if thought fit, to approve the resolutions set out in the AGM Notice;
“AGM Notice”	the notice convening the AGM set out on pages 19 to 25 of this circular;
“Articles”	the articles of association of the Company (as amended from time to time);
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“close associate”	has the same meaning as defined in the Listing Rules;
“Company”	Longhui International Holdings Limited, an exempted company incorporated in the Cayman Islands on 15 October 2009 with limited liability and the Shares of which are listed on the Stock Exchange (stock code: 1007);
“core connected person”	has the same meaning as defined in the Listing Rules;
“COVID-19”	the coronavirus disease occurred since January 2020 which is an infectious disease caused by severe acute respiratory syndrome coronavirus;
“Director(s)”	the director(s) of the Company;
“Eligible Participants”	full time or part time employees of the Company (including any directors, whether executive or non-executive and whether independent or not, of the Company); and any consultants or advisers of the Company who, in the sole discretion of the Board, has contributed or may contribute to the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

---

## DEFINITIONS

---

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors by the Shareholders at the AGM to exercise all powers of the Company to allot and issue Shares as set out under resolution no. 7 in the AGM Notice;
“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	People’s Republic of China, which, for the purpose of this circular and for geographical reference only, excludes Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong (unless otherwise indicated);
“Proposed Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit so that the Company may grant new Share Options to subscribe for new Shares representing in aggregate up to 10% of its issued share capital as at the date of the AGM;
“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors by the Shareholders at the AGM to exercise all powers of the Company to repurchase Shares as set out under resolution no. 8 in the AGM Notice;
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all Share Options to be granted under the Share Option Scheme which initially shall not in aggregate exceed 10% of the Shares in issue as at 2 June 2021 and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary shares of HK\$0.0004 each in the capital of the Company;
“Share Option(s)”	share options to subscribe for the Shares granted and to be granted under the Share Option Scheme;

---

## DEFINITIONS

---

“Share Option Scheme”	the share option scheme adopted by the Company on 2 June 2021;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent.

**LONGHUI INTERNATIONAL HOLDINGS LIMITED**

**龍輝國際控股有限公司**

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

**(Stock Code: 1007)**

*Executive Directors*

Mr. Hung Shui Chak (*Chairman*)  
Mr. So Kam Chuen  
Mr. Yuan Mingjie

*Independent non-executive Directors*

Mr. Tam Bing Chung Benson  
Mr. Cheung Ting Pong  
Mr. Shum Kei Yiu Daniel

*Registered office*

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

*Principal place of*

*business in Hong Kong*  
Suite 301, 3/F  
Hale Weal Industrial Building  
22–28 Tai Chung Road  
Tsuen Wan, New Territories  
Hong Kong

29 April 2022

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED RENEWAL OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with, amongst other things, the details of: the Issue Mandate, the extension of the Issue Mandate, the Repurchase Mandate, re-election of Directors, the refreshment of Scheme Mandate Limit, and give you the AGM Notice.

**PROPOSED RENEWAL OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

As at the Latest Practicable Date, the issued share capital of the Company comprised 701,096,242 Shares.

---

## LETTER FROM THE BOARD

---

Ordinary resolutions will be proposed at the AGM to give to the Directors a new general and unconditional mandate to exercise the power of the Company:

- (i) to allot, issue and deal with a maximum of 140,219,248 new Shares, representing 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution at the AGM; and
- (ii) to repurchase a maximum of 70,109,624 Shares, representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution at the AGM. The Shares which are purchased by the Company shall be automatically cancelled upon repurchase.

In addition, a separate ordinary resolution will also be proposed at the AGM to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The above mandates, unless revoked or varied by way of ordinary resolutions of the Shareholders in general meeting, will expire at the conclusion of next annual general meeting of the Company.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

In accordance with article 84 of the Articles, Mr. So Kam Chuen (“**Mr. So**”) and Mr. Tam Bing Chung Benson (“**Mr. Tam**”), shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

In accordance with article 83(3) of the Articles, Mr. Shum Kei Yiu Daniel (“**Mr. Shum**”), who has been appointed with effect from 31 August 2021, shall hold office until the AGM and shall then be eligible for re-election at the AGM.

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the biographies of each of Mr. So, Mr. Tam and Mr. Shum, who will be subject to retirement and/or re-election at the AGM, and taking into consideration their knowledge, experience, capability and various diversity aspects as set out in the board diversity policy of the Company as well as their overall contributions and services to the Company.

The Nomination Committee had assessed and reviewed the written confirmation of independence of each of Mr. Tam and Mr. Shum (the “**Retiring INEDs**”), based on the independence criteria as set out in Rule 3.13 of the Listing Rules. In addition, none of the Retiring INEDs has any financial or family relationships with any other Directors, senior management, substantial or controlling shareholders of the Company, which could give rise to a conflict of interests situation or otherwise affect their exercise of independent

---

## LETTER FROM THE BOARD

---

judgement. The Nomination Committee believes that the Retiring INEDs remain committed to their role as independent non-executive Directors and will continue to be independent.

The Nomination Committee is also of the view that the Retiring INEDs will continue to contribute to the Board with their own respective perspective, skills and experience.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that the Retiring INEDs can contribute to the diversity of the Board, in particular, with their strong and diversified educational backgrounds and extensive experience in commercial, financial and accounting expertise.

Taking into consideration of the above, recommendations to the Board for the proposal for re-election Mr. So as an executive Director and each of Mr. Tam and Mr. Shum as an independent non-executive Director were made by the Nomination Committee and the Board accepted the nomination by the Nomination Committee and recommended Mr. So, Mr. Tam and Mr. Shum to stand for re-election by the Shareholders at the AGM.

Details of each of Mr. So, Mr. Tam and Mr. Shum are set out in Appendix II to this circular.

### **PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT**

The Share Option Scheme was approved and adopted by the Shareholders at the annual general meeting of the Company held on 2 June 2021 (the “**Date of Adoption**”). Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Pursuant to the Share Option Scheme, the Directors were authorised to grant options to Eligible Participants under the Share Option Scheme to subscribe for up to 63,736,024 Shares, representing 10% of the then issued share capital of the Company as at the Date of Adoption.

Since the Date of Adoption and up to the Latest Practicable Date, a total of 63,736,000 Share Options were granted under the Share Option Scheme and all Share Options were exercised. Save and except for the aforesaid, no other share option was granted, exercised, cancelled, expired or lapsed during the period from the Date of Adoption and up to the Latest Practicable Date.

## LETTER FROM THE BOARD

The movements of the Share Options under the Share Option Scheme since the Date of Adoption and up to the Latest Practicable Date are set out as follows:

Date of Grant	Category/Name of Grantee	Exercise Price per Share (HK\$)	Validity Period	Number of Share Options Granted	Number of Share Options Exercised	Number of Share Options Cancelled/ Lapsed	Number of Share Options held as at the Latest Practicable Date
20 July 2021	<b>Executive Directors</b>						
	— Mr. So Kam Chuen	0.1110	20 July 2021 to 19 July 2031	6,373,600	6,373,600	0	0
	— Mr. Yuan Mingjie	0.1110	20 July 2021 to 19 July 2031	6,373,600	6,373,600	0	0
	<b>Employees (in aggregate)</b>	0.1110	20 July 2021 to 19 July 2031	31,868,000	31,868,000	0	0
19 October 2021	<b>Employees (in aggregate)</b>	0.1014	19 October 2021 to 18 October 2031	19,120,800	19,120,800	0	0
<b>Total</b>				<u>63,736,000</u>	<u>63,736,000</u>	<u>0</u>	<u>0</u>

As at the Latest Practicable Date, only up to 24 Share Options, representing approximately 0.00003% of the Scheme Mandate Limit may be further granted under the Share Option Scheme which approved by the Shareholders on 2 June 2021. Pursuant to the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares in respect of which option may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of issued Shares as at the date of approval and adoption of the Share Option Scheme.

The Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 10% of the Shares in issue as at the date of approval of the refreshment of the Scheme Mandate Limit; and
- (b) options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme(s) of the Company) shall not be counted for the purpose of calculating the limit as refreshed.

---

## LETTER FROM THE BOARD

---

Pursuant to rule 17.03(3) of the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

The purpose of the Share Option Scheme is to enable the Company to grant Share Options to selected Eligible Participants as incentives or rewards for their contribution or potential contribution to the Group and to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group. In determining whether a person has contributed or will contribute to the Group, the Group will take into account, among other things, whether contribution has been made to or will be made to the Group in terms of operation, financial performance, prospects, growth, reputation and image of the Group.

The Directors may, at its absolute discretion and on such terms as it may think fit, grant any Eligible Participants to the Share Option Scheme, options to subscribe for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme. The basis of eligibility of any grantee (falling within the class of Eligible Participants to the Share Option Scheme) of an offer shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his/her contribution to the development and growth of the Group. The Directors believe that the authority given to the Board under the Share Option Scheme to determine the eligibility of any grantee of any option based on his/her contribution and specify any minimum holding period and/or performance targets as conditions in any option granted and the requirement for a minimum subscription price will serve to protect the value of the Company and to achieve the purpose of retaining and motivating high-calibre personnel to contribute to the growth of the Group.

In view of the limited number of Shares available under the existing Scheme Mandate Limit, the Board proposes to refresh the Scheme Mandate Limit. The Board considers that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole as it provides more flexibility for the Company to provide incentive to encourage the participants to perform their best in achieving the goals of the Group and allow the participants to enjoy the results of the Company attained through their efforts and contributions.

As at the Latest Practicable Date, the Company had an aggregate of 701,096,242 Shares in issue and assuming no additional Shares will be issued or repurchased from the Latest Practicable Date up to the date of the AGM, it is expected that, upon the approval of the refreshment of the Scheme Mandate Limit of the Share Option Scheme at the AGM, the Directors will be authorised to grant Options to subscribe up to 70,109,624 Shares, representing 10% of the sum of the number of Shares in issue of 701,096,242 Shares as at the Latest Practicable Date.

---

## LETTER FROM THE BOARD

---

As there were no outstanding Share Options granted under the Share Option Scheme, assuming that the refreshment of Scheme Mandate Limit will be approved, the total number of Share Options to be granted under the Share Option Scheme will be 70,109,624, representing 10% of the Shares in issue as at the Latest Practicable Date. Therefore, the limit on the number of Shares that may be issued upon all existing outstanding Share Options and Share Options to be granted under the Share Option Scheme and any other schemes do not exceed the 30% of Shares in issued as at the Latest Practicable Date.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the Proposed Refreshment of Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of the options that may be granted under the Scheme Mandate Limit so refreshed.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be allotted and issued upon the exercise of options that may be granted under the refreshed Scheme Mandate Limit.

The Company proposes to seek the approval by the Shareholders for the Proposed Refreshment of Scheme Mandate Limit with a view to allowing the Company more flexibility to provide higher incentives or rewards to Eligible Participants for their contribution to the Group. The Directors consider that it will be for the benefit of the Company and the Shareholders as a whole that the Eligible Participants of the Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of options. This will motivate the Eligible Participants to contribute to the success of the Group. For these reasons, the Directors propose the passing of an ordinary resolution at the AGM for the Proposed Refreshment of Scheme Mandate Limit.

As at the Latest Practicable Date, the Company has no immediate plan and is not contemplating granting any Share Options in the near future under the existing Scheme Mandate Limit or the Proposed Refreshment of Scheme Mandate Limit. The Board may however from time to time consider whether to grant any Share Options in order to provide incentives to the Eligible Participants. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

---

## LETTER FROM THE BOARD

---

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Wednesday, 22 June 2022.

### **ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong on Tuesday, 28 June 2022 at 11:00 a.m. is set out on pages 19 to 25 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein. At the AGM, ordinary resolutions will be proposed to approve, inter alia, the Issue Mandate, the Repurchase Mandate, the re-election of Directors and the Refreshment of Scheme Mandate Limit.

You will also find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend 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 branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM, or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting of the Company must be taken by poll except any resolution relating purely to a procedural or administrative matter which may be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice including the granting of the Issue Mandate, the extension of the Issue Mandate, the Repurchase Mandate, the re-election of Directors, and the Proposed Refreshment of Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

Yours faithfully,  
By order of the Board  
**Longhui International Holdings Limited**  
**Hung Shui Chak**  
*Chairman*

*This appendix serves as an explanatory statement, as required by the Stock Exchange to be sent to the Shareholders, concerning the Repurchase Mandate to be proposed at the AGM.*

### **1. LISTING RULES RELATING TO REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

### **2. FUNDING OF REPURCHASES**

Repurchasing Shares must be made out of the funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands and Hong Kong.

There may be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full during the proposed repurchase period as compared with the position disclosed in the latest audited consolidated financial statements for the year ended 31 December 2021 contained in the 2021 Annual Report of the Company. 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 for the Company.

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 701,096,242 Shares.

Subject to the passing of the proposed ordinary resolutions approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 70,109,624 Shares, representing 10% of the aggregate nominal value of Shares of the Company in issue. The above mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company.

**4. REASONS FOR REPURCHASES OF SHARES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

**5. UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and Hong Kong and the memorandum and articles of association of the Company.

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is approved at the AGM by the Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell to the Company or its subsidiaries nor has he/she/it undertaken not to sell to the Company or its subsidiaries any of the Shares held by him/her/it in the event that the Repurchase Mandate is approved.

**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 purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register required to be kept by the Company under section 336 of the SFO or other notification(s) received by the Company (if any), the following Shareholders had interests representing 10% or more of the issued share capital of the Company:

Name	Capacity/ Nature of interest	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Hung Shui Chak (Notes 1 & 2)	Interest in controlled corporation	452,564,624	64.55%	71.72%
Shui Chak Group Limited (Note 2)	Beneficial interest	452,564,624	64.55%	71.72%

Notes:

1. Mr. Hung Shui Chak is an executive Director.
2. Shui Chak Group Limited is beneficially and wholly owned by Mr. Hung Shui Chak. As such, Mr. Hung Shui Chak is deemed to be interested in the 452,564,624 Shares held by Shui Chak Group Limited under the SFO.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under rule 26 or rule 32 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange from time to time) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which will result in less than the prescribed minimum percentage of Shares in public hands.

## 7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the previous six months immediately preceding the Latest Practicable Date.

**8. SHARE PRICES**

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

	<b>Share prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
April	0.156	0.106
May	0.143	0.120
June	0.158	0.119
July	0.129	0.095
August	0.122	0.091
September	0.127	0.092
October	0.120	0.099
November	0.119	0.101
December	0.118	0.102
<b>2022</b>		
January	0.147	0.102
February	0.139	0.113
March	0.114	0.071
April (up to and including the Latest Practicable Date)	0.088	0.070

*The particulars of Directors subject to re-election at the AGM are set out below:*

**Mr. So Kam Chuen (“Mr. So”)**, aged 41, has been an executive Director since 6 July 2018. He is also a director of a subsidiary of the Company and the supervisor of a subsidiary of the Company.

Mr. So is responsible for overseeing the overall management, day-to-day operation and production of the Group. He joined the Group in November 2004 and is serving as the Executive Chef and Brand General Manager of Faigo (輝哥) and Xiao Faigo (小輝哥) and has over 20 years of experience in the catering industry and operations management. He joined the catering business in Hong Kong after finishing school education in Hong Kong in 1997. During his service with the Group, Mr. So is responsible for overseeing the operations of all the restaurants of the Group, developing new cuisine, controlling the quality of food and services of Faigo (輝哥) and Xiao Faigo (小輝哥) to ensure the upscale of food and services.

Mr. So has entered into a service contract with the Company for an initial term of 3 years and shall continue thereafter until terminated by either party by giving three (3) months’ notice in writing at any time after such initial term to the other. The remuneration payable by the Company to Mr. So is HK\$452,000 per annum, which was determined by the Board with reference to the prevailing market conditions, his duties and responsibilities with the Company. Mr. So will also be entitled to discretionary bonus which may be approved by the Board from time to time.

As at the Latest Practicable Date, Mr. So has a personal interest in 9,482,330 shares and 872,999 underlying shares of the Company within the meaning of Part XV of the SFO which represents approximately 1.35% of the total shares in issue. Save as aforesaid, he did not have any interests in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

**Mr. Tam Bing Chung Benson (“Mr. Tam”)**, aged 58, has been an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee since 1 March 2019.

Mr. Tam is a member of The Institute of Chartered Accountants in England and Wales. He holds a Master of Science degree from University of Oxford and a Bachelor of Science (Engineering) degree in civil engineering from Imperial College of University of London.

Mr. Tam is the founder and chief executive officer of Venturous Group, China's first Citytech™ Group with a mission to make cities smarter, since April 2019. From 2002 to 2012, he was a partner of Fidelity Growth Partners Asia (formerly named Fidelity Asia Ventures), an Asian venture capital firm with a principal focus on China. Prior to joining Fidelity Growth Partners Asia, Mr. Tam was an investment banker and a private equity investor in Europe and Asia with leading financial institutions. He is currently a director of several private companies. Mr. Tam is an independent non-executive director of Yeahka Limited (stock code: 9923), the issued shares of which are listed on the Stock Exchange. He is an independent director of Hello Group Inc. (stock symbol: MOMO), the shares of which are listed on the NASDAQ Stock Exchange. Mr. Tam is also a director of Podinn Hotel Zhejiang Co., Ltd (NEEQ: 839121), the shares of which are listed on the National Equities Exchange and Quotations.

Mr. Tam has entered into an appointment letter with the Company for an initial term of 3 years which may be terminated by either party by giving three (3) months' notice in writing at any time after such initial term to the other. The remuneration payable by the Company to Mr. Tam is HK\$200,000 per annum, which was determined by the Board with reference to the prevailing market conditions, his duties and responsibilities with the Company. Mr. Tam will also be entitled to discretionary bonus which may be approved by the Board from time to time.

The Company has received from Mr. Tam the independence guideline as set out in Rule 3.13 of the Listing Rules and considers him to be independent.

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

**Mr. Shum Kei Yiu Daniel ("Mr. Shum")**, aged 42, has been an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee since 31 August 2021.

Mr. Shum holds a bachelor's degree in business administration from The Hong Kong University of Science and Technology. He is a Chartered Financial Analyst (CFA), a Fellow Chartered and Certified Accountant (FCCA) and a Financial Risk Manager (FRM). Mr. Shum is a responsible officer of Sunfund Securities Limited, a licensed corporation which carries out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO. He is also a responsible officer of Sunfund Fund Management Limited, a licensed corporation which carries out Type 9 (asset management) regulated activity under the SFO. Mr. Shum has extensive experience in corporate finance, financial and accounting fields.

Mr. Shum has entered into an appointment letter with the Company for an initial term of 3 years which may be terminated by either party by giving three (3) months' notice in writing at any time after such initial term to the other. The remuneration payable by the Company to Mr. Shum is HK\$200,000 per annum, which was determined by the Board with reference to the prevailing market conditions, his duties and responsibilities with the Company. Mr. Shum will also be entitled to discretionary bonus which may be approved by the Board from time to time.

The Company has received from Mr. Shum the independence guideline as set out in Rule 3.13 of the Listing Rules and considers him to be independent.

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

As of the Latest Practicable Date, save as disclosed above:

- (a) each of Mr. So, Mr. Tam and Mr. Shum (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.
- (b) there is no other matter concerning the aforesaid Directors or their re-election that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

**LONGHUI INTERNATIONAL HOLDINGS LIMITED**

**龍輝國際控股有限公司**

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

**(Stock Code: 1007)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Longhui International Holdings Limited (the “Company”) will be held at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong on Tuesday, 28 June 2022 at 11:00 a.m. for the following purposes:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and the auditors of the Company (the “Auditors”) for the year ended 31 December 2021;
2. To re-elect Mr. So Kam Chuen as an executive Director;
3. To re-elect Mr. Tam Bing Chung Benson as an independent non-executive Director;
4. To re-elect Mr. Shum Kei Yiu Daniel as an independent non-executive Director;
5. To authorise the board of Directors to fix the Directors’ remuneration;
6. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditor and authorise the board of Directors to fix its remuneration.

**SPECIAL BUSINESS**

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

7. “**THAT:**
  - (A) subject to paragraph (C) of this resolution below, 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 additional shares in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a (i) Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) an issue of Shares upon the exercise of subscription or conversion rights attached to the warrants which might be issued by the Company; or (iv) an issue of Shares in lieu of the whole or part of a dividend on Shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and
- (D) for the purposes of this resolution: “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (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, or the requirement of, or the expense or delay which may be involved in determining the existence or the extent of any restrictions or obligations under the laws of, or the requirements of, any relevant jurisdiction, or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

8. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange and the applicable law of the Cayman Islands and all other applicable laws in this regard, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its Shares at a price determined by the Directors;
- (C) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution; and
- (D) for the purposes of this resolution: “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

9. “**THAT** conditional upon the passing of ordinary resolutions nos. 7 and 8 as set out in the notice convening the annual general meeting of the Company, the general mandate granted to the Directors to issue, allot and deal with any additional Shares pursuant to the said ordinary resolution no. 7 be and is hereby extended by the addition thereto of the total nominal amount of the Shares which may be purchased by the Company pursuant to and in accordance with the said ordinary resolution no. 8, provided that such amount of Shares so purchased by the Company shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”
10. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 2 June 2021 (the “**Share Option Scheme**”), representing 10% of the issued share capital of the Company as at the date on which this resolution is passed:
- (a) approval be and is hereby granted for refreshing the 10% limit under the Share Option Scheme (the “**Scheme Mandate Limit**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit) (the “**Refreshed Scheme Mandate Limit**”); and
- (b) the Directors be and are hereby authorised to grant options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit, to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By order of the Board  
**Longhui International Holdings Limited**  
**Hung Shui Chak**  
*Chairman*

Hong Kong, 29 April 2022

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Executive Directors*

Mr. Hung Shui Chak (*Chairman*)  
Mr. So Kam Chuen  
Mr. Yuan Mingjie

*Independent non-executive Directors*

Mr. Tam Bing Chung Benson  
Mr. Cheung Ting Pong  
Mr. Shum Kei Yiu Daniel

*Registered office*

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

*Principal place of business in Hong Kong*

Suite 301, 3/F  
Hale Weal Industrial Building  
22–28 Tai Chung Road  
Tsuen Wan, New Territories  
Hong Kong

**Notes:**

1. Any member of the Company entitled to attend and vote at the meeting convened shall be entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the above meeting of the Company. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she/they represent as such member could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. The register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the AGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 22 June 2022.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

4. The instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjourned meeting at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened.
6. Where there are joint holders of any Share, any one of such joint holder may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting convened, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. With respect to the resolutions set out in resolution numbered 2 to 4 of this notice, Mr. So Kam Chuen, Mr. Tam Bing Chung Benson and Mr. Shum Kei Yiu Daniel, being eligible, will offer themselves for re-election at the AGM. Biographical details of the above Directors are set out in the appendix II to the circular of the Company dated 29 April 2022.
8. Due to the on-going COVID-19 pandemic, to safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the AGM:
  - compulsory body temperature checks
  - compulsory wearing of a surgical face mask for each attendee
  - submission of personal information form, which may be used for contact tracing, if required
  - no distribution of corporate gift nor provision of refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue. All attendees are required to wear surgical face masks at all times at the AGM venue. The Company reminds the Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

9. If tropical cyclone warning signal no. 8 or above is hoisted, “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 9:00 a.m. on Tuesday, 28 June 2022, the AGM will not be held on that day but will automatically be postponed and, by virtue of this notice, be held at the same time and place on Thursday, 30 June 2022. Shareholders of the Company may call the telephone hotline of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at (852) 2862 8688 during business hours from 9:00 a.m. to 6:00 p.m. on Monday to Friday, excluding Hong Kong public holidays for details of alternative meeting arrangements.

In the event the AGM is postponed as mentioned above, all forms of proxy deposited with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, for the purpose of the AGM will remain valid for the adjourned AGM. The book closure period for ascertaining the rights of the shareholders of the Company who shall be entitled to attend and vote at the AGM remains unchanged.

The AGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders of the Company should make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.