
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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HUARCHI GLOBAL GROUP HOLDINGS LIMITED

華記環球集團控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2296

(1) PROPOSALS FOR GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE, (2) RETIREMENT OF DIRECTORS AND RE-ELECTION OF DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “AGM”) of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 19 June 2020 at 3:00 p.m. is set out on pages 16 to 20 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- (1) Compulsory temperature screening/checks
- (2) Wearing of face mask
- (3) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (2) above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

27 April 2020

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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 United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 19 June 2020 at 3:00 p.m., the notice of which is set out on pages 16 to 20 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 16 to 20 of this circular
“Articles of Association”	the amended and restated articles of association of the Company adopted on 24 October 2019 and effective on 21 November 2019, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Huarchi Global Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares of up to 20% of the total number of issued Shares on the date of AGM as set out in resolution no. 4 of the AGM Notice
“Latest Practicable Date”	20 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	21 November 2019, being the date of listing of the Shares on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the total number of issued Shares on the date of the AGM, as set out in resolution no. 5 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	per cent.

LETTER FROM THE BOARD



HUARCHI GLOBAL GROUP HOLDINGS LIMITED 華記環球集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2296

Executive Directors:

Mr. Lou Cheok Meng
Mr. Chang Wa leong
Mr. Ao Weng Kong
Mr. Leong Ka In

Independent Non-executive Directors:

Dr. Lam Chi Kit *BBS MH JP*
Dr. Sin Wai Chiu Joseph
Mr. Lo Chun Chiu Adrian

Registered Office:

PO Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

*Principal Place of Business
in Hong Kong:*

905B, 9/F,
Harbour Crystal Centre
100 Granville Road
Tsim Sha Tsui Kowloon
Hong Kong

*Headquarters and Principal Place of
Business in Macau:*

Alameda Dr. Carlos d'Assumpção
No. 249 Edif. China Civil Plaze 7
Andar E&F
Macau

27 April 2020

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSALS FOR GRANT OF
ISSUE MANDATE AND REPURCHASE MANDATE,
(2) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; and (iv) give you the AGM Notice.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholder on 24 October 2019. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of the issued Shares as at the date of the passing of the proposed resolution.

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

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

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

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 400,000,000 new Shares under the Issue Mandate, representing 20% of the total number of the issued Shares as at the date of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 24 October 2019. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the issued Shares as at the date of passing of the proposed resolution. The Repurchase Mandate allows the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 200,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders in accordance with Rule 10.06 of the Listing Rules.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108(a) of the Articles of Association, Dr. Lam Chi Kit *BBS MH JP*, Dr. Sin Wai Chiu Joseph and Mr. Lo Chun Chiu Adrian will retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM.

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

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 19 June 2020 at 3:00 p.m. is set out on pages 16 to 20 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 16 June 2020 to Friday, 19 June 2020 (both days inclusive) during which period no transfer of Shares will be effected for the purpose of determining Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 15 June 2020. All persons who are registered holders of the Shares on 19 June 2020, the record date of the AGM, will be entitled to attend and vote at the AGM.

RECOMMENDATION

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

LETTER FROM THE BOARD

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

Huarchi Global Group Holdings Limited

Lou Cheok Meng

Chairman and Managing Director

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM, the Company will be allowed to repurchase a maximum of 200,000,000 Shares during the Relevant Period, representing 10% of the total number of the issued Shares as at the date of the AGM.

2. SOURCE OF FUNDS

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

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

3. REASONS FOR SHARE REPURCHASE

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

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
November (from the Listing Date)	0.320	0.255
December	0.335	0.250
2020		
January	0.265	0.204
February	0.238	0.195
March	0.196	0.114
April	0.255	0.160

5. UNDERTAKING

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

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares of the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

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 (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, Mr. Lou Cheok Meng, Mr. Chang Wa Jeong Mr. Ao Weng Kong and Mr. Leong Ka In being deemed as a group, via Seong Wa Holdings Limited (collectively, the “**Controlling Shareholders**”), controls 1,201,920,000 Shares, representing 60.1% of the issued share capital of the Company.

In the event that the Repurchase Mandate was exercised in full, the interest of the Controlling Shareholders in the Company will be increased from 60.1% to approximately 66.77%. On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in the Controlling Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to such an extent as would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total number of issued Shares.

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

As at the Latest Practicable Date, none of the Directors nor, to the best 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 granted, to sell Shares to the Company.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. MATERIAL ADVERSE CHANGE

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company as compared with those as at 31 December 2019, being the date to which the latest published audited accounts of the Company have been made up. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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

RE-ELECTION OF DIRECTORS**Independent Non-executive Directors****Dr. LAM Chi Kit (林志傑醫生) BBS MH JP (“Dr. Lam”)**

Dr. LAM Chi Kit (林志傑醫生) BBS MH JP, aged 64, was appointed as an independent non-executive Director on 24 October 2019. Dr. Lam is also the chairman of the nomination committee of the Company, the members of the audit committee and the remuneration committee of the Company. He graduated from the University of the East in the Philippines with the degree of Doctor of Dental Medicine in April 1979.

Dr. Lam was qualified as a dental surgeon in 1979. He was elected as a fellow of the Academy of Dentistry International in May 2004 and a fellow of the International College of Dentists in March 2015. Dr. Lam served as a director of the Hong Kong Dental Association Limited from November 2007 to October 2009. He has been chairman of the Hong Kong Chinese Dentists Association since December 2015.

Dr. Lam has received recognition from the government of Hong Kong for his service to the community. Dr. Lam was awarded by the government of Hong Kong the Medal of Honour in 1999 and the Bronze Bauhinia Star in 2010. He was appointed a Justice of the Peace in July 2013. Dr. Lam served as a member of the Independent Police Complaints Council from January 2007 to December 2012 and a member of the Appeal Board on Public Meetings and Processions from December 2011 to December 2017. He is an Honorary Commissioner of the Hong Kong Road Safety Patrol.

Save as disclosed above, Dr. Lam did not have any other directorship in listed public companies in the last three years.

Dr. Lam has entered into a services agreement with the Company for a term of three (3) years, commencing from 24 October 2019, which shall be renewed as determined by the Board or the Shareholders of the Company. The appointment may be terminated by either party by giving at least three months’ written notice to the other.

Pursuant to Dr. Lam’s services agreement signed in 2019, he is entitled to a remuneration of HKD240,000.00 per annum which is determined with reference to his expected duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Lam does not have any interests in the securities in the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Lam (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save for the information disclosed above, there are no other matters concerning Dr. Lam that need to be brought to the attention of the Shareholders and there is no other information relating to Dr. Lam that is required to be disclosed pursuant to the Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

Specific enquiry has been made by the Company to Dr. Lam to confirm his independence pursuant to rule 3.13 of the Listing Rule. In this connection, the Company has received the annual confirmation of independence from Dr. Lam. Based on the confirmation received and after the annual assessment by the nomination committee of the Company at the meeting held on 31 March 2020, the Company considers Dr. Lam to be independent under the Listing Rule.

After the aforesaid annual assessment by the nomination committee of the Company, the Company considers that Dr. Lam's extensive experience in dental industry and his recognition from government of Hong Kong for his service to the community could perform a check and balance function with diversity of skills, knowledge, varied background and experience required for running an effective Board.

Dr. SIN Wai Chiu Joseph (冼偉超博士) (“Dr. Sin”)

Dr. SIN Wai Chiu Joseph (冼偉超博士), aged 65, was appointed as an independent non-executive Director on 24 October 2019. Dr. Sin is also the chairman of the audit committee of the Company and a member of the nomination committee of the Company. Dr. Sin obtained a Bachelor of Commerce (Business & Industrial Management) from the Far East College Hong Kong in July 1985. He was awarded an honorary doctoral degree (Doctorate d'Honneur) by the Paris Institute of Administration Studies and Management (Institut des Etudes d' Administration et de Management de Paris) in June 2011.

Dr. Sin has accumulated over 40 years of experience in the financial management and insurance fields. Dr. Sin worked for AXA Group between April 1986 and January 2001. He was heavily involved in the establishment of the Sino-French joint venture of AXA-Minmetals

Assurance Company Limited (now renamed as ICBC-AXA Assurance Co., Ltd.) between 1997 and May 1999 and served as its director, president and chief executive from May 1999 to December 2000. He worked as the managing director of Tanrich Financial Holdings Limited (now renamed as Southwest Securities International Securities Limited, a company listed on the Main Board with stock code: 00812) from September 2001 to July 2003. Dr. Sin joined Happy Life Insurance Co., Ltd. in the PRC in November 2007 as vice-president, and he was appointed as its financial controller in March 2010 until December 2011. Dr. Sin was the managing director of Bureau of Insurance Services Limited between December 2003 and August 2019.

Dr. Sin served as an independent non-executive director of Kong Sun Holdings Limited (a company listed on the Main Board with stock code: 00295) between May 2005 and March 2006. He has served as an independent director of Union Life Insurance Co., Ltd. (the debt securities of which are listed on the Stock Exchange with stock code: 04322) since September 2017.

Dr. Sin was elected a fellow of the Institute of Financial Accountants in May 1982. He is also a fellow of the Institute of Certified Public Accountants in Ireland. Dr. Sin was admitted as a fellow member of the Association of International Accountants in September 2005. He was elected a fellow of the Institute of Chartered Secretaries and Administrators in February 2003.

Save as disclosed above, Dr. Sin did not have any other directorship in listed public companies in the last three years.

Dr. Sin has entered into a services agreement with the Company for a term of three (3) years, commencing from 24 October 2019, which shall be renewed as determined by the Board or the Shareholders of the Company. The appointment may be terminated by either party by giving at least three months' written notice to the other.

Pursuant to Dr. Sin's services agreement signed in 2019, he is entitled to a remuneration of HKD240,000.00 per annum which is determined with reference to his expected duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Sin does not have any interests in the securities in the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Sin (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save for the information disclosed above, there are no other matters concerning Dr. Sin that need to be brought to the attention of the Shareholders and there is no other information relating to Dr. Sin that is required to be disclosed pursuant to the Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

Specific enquiry has been made by the Company to Dr. Sin to confirm his independence pursuant to Rule 3.13 of the Listing Rules. In this connection, the Company has received the annual confirmation of independence from Dr. Sin. Based on the confirmation received and after annual assessment by the nomination committee of the Company at a meeting held on 31 March 2020, the Company considers Dr. Sin to be independent under the Listing Rules.

After the aforesaid annual assessment by the nomination committee of the Company, the Company considers that, Dr. Sin's extensive experience in the financial management and insurance fields for certain companies listed on the Main Board and insurance companies, could perform a check and balance function with diversity of skills, knowledge, varied background and experience required for running an effective Board.

Mr. LO Chun Chiu Adrian (羅俊超先生) (“Mr. Lo”)

Mr. LO Chun Chiu Adrian (羅俊超先生), aged 64, was appointed as an independent non-executive Director on 24 October 2019. Mr. Lo is also the chairman of the remuneration committee of the Company and a member of the audit committee of the Company. Mr. Lo was awarded a Bachelor of Laws by the University of London (as external student) in August 1988.

Mr. Lo is a member of the Law Society of Hong Kong and has been practising as a solicitor since November 1991. Mr. Lo joined Joseph C.T. Lee & Co. in 1989 and was promoted to partnership in December 1993. He has been engaging in various fields of legal practice involving commercial and conveyancing litigation, acquisition and sale of business and/or companies, company liquidation, charity foundation works, family law, immigration law and employment law.

Mr. Lo has served as an independent non-executive director of New Concepts Holdings Limited (a company listed on the Main Board with stock code: 02221) since September 2014.

Save as disclosed above, Mr. Lo did not have any other directorship in listed public companies in the last three years.

Mr. Lo has entered into a services agreement with the Company for a term of three (3) years, commencing from 24 October 2019, which shall be renewed as determined by the Board or the Shareholders of the Company. The appointment may be terminated by either party by giving at least three months' written notice to the other.

Pursuant to Mr. Lo's services agreement signed in 2019, he is entitled to a remuneration of HKD240,000.00 per annum which is determined with reference to his expected duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lo does not have any interests in the securities in the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lo (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save for the information disclosed above, there are no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Lo that is required to be disclosed pursuant to the Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

Specific enquiry has been made by the Company to Mr. Lo to confirm his independence pursuant to Rule 3.13 of the Listing Rules. In this connection, the Company has received the annual confirmation of independence from Mr. Lo. Based on the confirmation received and after annual assessment by the nomination committee of the Company at a meeting held on 31 March 2020, the Company considers Mr. Lo to be independent under the Listing Rules.

After the aforesaid annual assessment by the nomination committee of the Company, the Company considers that, Mr. Lo's extensive experience in various fields of legal practice involving commercial and conveyancing litigation, acquisition and sales of business and/or companies, company liquidation, charity foundation works, family law, immigration law and employment law, could perform a check and balance function with diversity of skills, knowledge, varied background and experience required for running an effective Board.

NOTICE OF AGM



HUARCHI GLOBAL GROUP HOLDINGS LIMITED

華記環球集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2296

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of Huarchi Global Group Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 19 June 2020 at 3:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2019.
2. To re-appoint Wellink CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.
3.
 - (a) To re-elect Dr. Lam Chi Kit *BBS MH JP* as an independent non-executive Director;
 - (b) To re-elect Dr. Sin Wai Chiu Joseph as an independent non-executive Director;
 - (c) To re-elect Mr. Lo Chun Chiu Adrian as an independent non-executive Director; and
 - (d) To authorise the board of Directors to fix the Directors’ remuneration.
4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal

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with additional shares of HK\$0.01 (the “**Share(s)**”) each in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for Shares; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of the issued Share as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose 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; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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“**Rights Issue**” means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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 recognised regulatory body or any stock exchange).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such Shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, 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 repurchase its Shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose 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; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or

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(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this Resolution.”

By Order of the Board
Huarchi Global Group Holdings Limited
Lou Cheok Meng
Chairman and Managing Director

Macau, 27 April 2020

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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6. In relation to resolution No. 3, Dr. Lam Chi Kit *BBS MH JP*, Dr. Sin Wai Chiu Joseph and Mr. Lo Chun Chiu Adrian will retire from office at the Meeting in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to this circular.
8. The transfer books and Register of Members of the Company will be closed from Tuesday, 16 June 2020 to Friday, 19 June 2020, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 15 June 2020.
9. A form of proxy for use by shareholders at the Meeting is enclosed.

As at the date of this notice, Mr. Lou Cheok Meng, Mr. Chang Wa Ieong, Mr. Ao Weng Kong and Mr. Leong Ka In are the Executive Directors of the Company; and Dr. Lam Chi Kit BBS MH JP, Dr. Sin Wai Chiu Joseph and Mr. Lo Chun Chiu Adrian are the Independent non-executive Directors of the Company.