
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold all your shares in **Huge China Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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



Huge China Holdings Limited

匯嘉中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 428)

**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Huge China Holdings Limited to be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 28th June, 2017, at 10:00 a.m. is set out on pages 13 to 16 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof.

Hong Kong, 26th April, 2017

This circular and the accompanying proxy form, in both English and Chinese versions, are available on the Company's website at *www.huge-china.com.hk* (the "**Company Website**").

Shareholders who have chosen or have been deemed consented to receive the corporate communications of the Company (the "**Corporate Communications**") via the Company Website and who for any reason have difficulty in receiving or gaining access to the circular and the proxy form posted on the Company Website will promptly upon request be sent the circular and the proxy form in printed form free of charge.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only or Chinese only or both languages) of Corporate Communications.

Shareholders may send their request to receive the circular and the proxy form in printed form, and/or to change their choice of the means of receipt and/or language(s) of Corporate Communications by notice in writing to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by sending an email to the branch share registrar of the Company in Hong Kong at *hugechina.com@computershare.com.hk*.

Shareholders who have chosen to receive printed copy of the Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this circular and the accompanying proxy form since both languages are bound together into one booklet respectively.

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 28th June, 2017 at 10:00 a.m. notice of which is set out on pages 13 to 16 of this circular
“Articles of Association”	the Articles of Association of the Company as may be amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law of the Cayman Islands for the time being in force
“Company”	Huge China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19th April, 2017, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the total number of issued Shares as at the date of the Repurchase Resolution

DEFINITIONS

“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 4 of the notice of the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of HK\$1.00 per Share
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies, with primary listing on the Stock Exchange, of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers

LETTER FROM THE CHAIRMAN



Huge China Holdings Limited
匯嘉中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 428)

Executive Directors:

Mr. Chau Wai Hing (*Chairman of the Board*)
Mr. Wu Ming Gai

Non-executive Directors:

Mr. William Keith Jacobsen
Mr. Mak Hing Keung Thomas

Independent Non-Executive Directors:

Mr. Law Siu Hung Paul
Mr. Sio Chan In Devin
Mr. Wong Ching Wan

Registered office:

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

Principal place of business:

Unit 1615, 16th Floor,
Seapower Tower, Concordia Plaza,
1 Science Museum Road,
Tsimshatsui, Kowloon,
Hong Kong

Hong Kong, 26th April, 2017

To Shareholders,

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28th June, 2016, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to seek your approval of an ordinary resolution to be proposed at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in the Appendix I hereto.

LETTER FROM THE CHAIRMAN

2. GENERAL MANDATE TO ISSUE NEW SHARES

It will also be proposed at the Annual General Meeting two ordinary resolutions for granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing the resolution, representing 17,185,790 Shares at the Latest Practicable Date, and adding to such general mandate so granted to the Directors any Shares representing the total number of Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the total number of issued Shares as at the date of the Repurchase Resolution

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Chau Wai Hing (Chairman of the Board), Mr. Wu Ming Gai, Mr. William Keith Jacobsen, Mr. Mak Hing Keung Thomas, Mr. Law Siu Hung Paul, Mr. Sio Chan In Devin and Mr. Wong Ching Wan.

Pursuant to the Articles of Association, Mr. Chau Wai Hing, Mr. William Keith Jacobsen and Mr. Sio Chan In Devin, being the longest in office, shall retire by rotation at the Annual General Meeting. All the retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

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

4. ANNUAL GENERAL MEETING

The notice of Annual General Meeting, which contains, inter alia, ordinary resolutions to approve, among other things, the Repurchase Resolution, general mandate for Directors to issue new Shares, extension of general mandate to issue new shares and re-election of retiring Directors, is set out on pages 13 to 16 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof.

LETTER FROM THE CHAIRMAN

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the annual 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. The chairman of the meeting will therefore demand a poll for every resolution put to the vote at the Annual General Meeting pursuant to the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors believe that the proposals referred to in this circular are in the best interest of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
Huge China Holdings Limited
Chau Wai Hing
Chairman

This is the explanatory statement as required to be sent to the Shareholders under the Share Repurchase Rules to provide requisite information to you for your consideration of the Repurchase Proposal.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 85,928,950 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 8,592,895 Shares.

REASON FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company and Articles of Association and the Companies Law. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of shares made for the purposes of the repurchase or out of capital subject to and in accordance with section 37(5) of the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in section 37(5) of the Companies Law.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31st December, 2016 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICE

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

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	2.337	1.907
May	2.215	1.926
June	2.500	1.944
July	2.650	1.800
August	2.000	1.710
September	1.990	1.730
October	1.930	1.720
November	1.890	1.720
December	1.790	1.370
2017		
January	1.630	1.350
February	1.440	1.370
March	1.370	1.220
April (up to the Latest Practicable Date)	1.330	1.200

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 Resolution and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could 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, Seize Minute Limited and First Credit Limited, held 17,034,930 Shares and 17,034,930 Shares respectively, representing approximately 19.82% and 19.82% of the total issued share capital of the Company respectively. In the event the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Resolution, then (if the present shareholdings remain the same), the shareholdings of Seize Minute Limited and First Credit Limited will be increased respectively to approximately 22.03% and 22.03% of the issued share capital of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase proposal. In addition, the Company will not repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

SHARE REPURCHASE MADE BY THE COMPANY

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

The details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follow:

Executive Director**Mr. Chau Wai Hing (“Mr. Chau”)**

Mr. Chau, aged 51, was appointed as a non-executive director and chairman of the board on 1st July, 2015 and was re-designated to an executive director on 1st September, 2015. He is also a chairman of investment committee and the chairman of the nomination committee of the Company. Mr. Chau is a fellow member of the Institute of Public Accountants in Australia, a chartered member of the Chartered Institute for Securities & Investment and a member of the Hong Kong Securities and Investment Institute. He obtained his Bachelor Degree in Quantitative Analysis for Business, Postgraduate Certificate in Professional Accounting and Master Degree in Finance from the City University of Hong Kong. He also holds a Master Degree in Professional Accounting from the Southern Cross University in Australia. Mr. Chau is an independent non-executive director, a member of audit committee and nomination committee of Vestate Group Holdings Limited (formerly known as Walker Group Holdings Limited) (stock code: 1386). Mr. Chau was the chairman and an executive director of UBA Investments Limited (stock code: 768) from 2nd December, 2008 to 30th April, 2015. Prior to joining UBA Investments Limited, he possesses over 18 years of experience in banking, finance and wealth management and held senior positions at several international financial institutions including Bank of America (Asia) Limited and Merrill Lynch (Asia Pacific) Limited.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chau had 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 and did not hold any other position within the Group.

As at the Latest Practicable Date, Mr. Chau did not have any interests in the Shares within the meaning of Part XV of the SFO and did not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Mr. Chau entered into a letter of appointment with the Company in relation to his appointment as an executive director. His term of service is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Chau is entitled to a director’s fee of HK\$420,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year) subject to adjustment as appropriate to be determined by the Board. His annual director’s emolument has been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities in the Company, the prevailing market situation and the Company’s performance and current arrangement.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Chau that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Non-Executive Director**Mr. William Keith Jacobsen (“Mr. Jacobsen”)**

Mr. Jacobsen, aged 50, is a non-executive Director and member of investment committee of the Company since 17th November, 2014. He is the chief executive officer of a licensed corporation to advise on corporate finance matters. Mr. Jacobsen has more than 23 years of experience in corporate finance and business development. Mr. Jacobsen was an executive director of Auto Italia Holdings Limited (formerly known as Wo Kee Hong (Holdings) Limited, stock code: 720) until October 2015. He was a non-executive director of Ping An Securities Group (Holdings) Limited (formerly known as Madex International (Holdings) Limited, stock code 231) until September 2016. He was also an independent non-executive director of King Stone Energy Group Limited (stock code: 663), Qingdao Holdings International Limited (formerly known as Hycomm Wireless Limited, stock code: 499), Hongda Financial Holding Limited (formerly known as Perception Digital Holdings Limited, stock code: 1822), and China Financial Leasing Group Limited (stock code: 2312) for the period from 26th September, 2008 to 30th September, 2011, from 20th June, 2008 to 27th September, 2014, from 7th January, 2013 to 29th August, 2014 and from 1st February, 2013 to 30th April, 2015 respectively. Mr. Jacobsen is an independent non-executive director and the member of audit committee of abc Multiactive Limited (stock code: 8131). He is also an independent non-executive director and chairman of remuneration committee, audit committee and nomination committee of Sustainable Forest Holdings Limited (stock code: 723), and he is an independent non-executive director and chairman of remuneration committee, a member of audit committee and nomination committee of Cinderella Media Group Limited (stock code: 550). He obtained a Bachelor of Laws degree from the University of Hong Kong and a Master of Business Administration from the University of British Columbia.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jacobsen had not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and did not hold any other positions within the Group.

As at the Latest Practicable Date, Mr. Jacobsen did not have any interests in the Shares within the meaning of Part XV of the SFO and did not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Mr. Jacobsen had entered into a letter of appointment with the Company as a non-executive director for a term of one year, subject to termination in certain circumstances as stipulated in the said letter of appointment. His appointment is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Jacobsen is entitled to a director’s fee of HK\$120,000 per annum subject to adjustment as appropriate to be determined by the Board. His annual director’s emolument has been recommended by the remuneration committee of the Company and determined by the Board with reference to his qualification and experience, duties and responsibilities in the Company, the prevailing market situation and the Company’s performance and current arrangement.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Jacobsen that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

Independent Non-executive Director**Mr. Sio Chan In Devin (“Mr. Sio”)**

Mr. Sio, aged 31, is an independent non-executive Director and member of audit committee of the Company since 1st January, 2015. He is also a member of remuneration committee of the Company. He is a barrister in Hong Kong. Mr. Sio was called to the Bar of Hong Kong in 2011 and achieved Fellowship of the Chartered Institute of Arbitrators in 2013. He is also a consultant of Shanghai Everbright Law Firm and Shanghai Lingyun Yongran Law Firm. Mr. Sio is a listed arbitrator and mediator of the Hong Kong Bar Association and a panelist mediator of Hong Kong Mediation Accreditation Association Limited.

Mr. Sio obtained a Bachelor of Business Administration in International Business (Japan) from the City University of Hong Kong in 2007. He further pursued a career in Law, and obtained a Juris Doctor degree and Postgraduate Certificate in Laws from the Chinese University of Hong Kong in 2009 and 2010 respectively. Mr. Sio also obtained a Diploma in International Commercial Arbitration from St. Anne’s College, Oxford University, a Bachelor of Laws in PRC Laws from the China University of Political Science and Law, and a Master of Laws in Maritime and Transportation Law from the City University of Hong Kong in 2011, 2013 and 2014 respectively.

Mr. Sio is currently a committee member of the Special Committee in Alternative Dispute Resolution, and Special Committee in Greater China Affairs of the Hong Kong Bar Association. He is also the founding council member of the Small and Medium Law Firms Association of Hong Kong, and the founding president of the Chinese University of Hong Kong Law Alumni Association. Mr. Sio is also a committee member of the Shatin District Youth Programme Committee of the Shatin District Council, and is an honourable legal advisor to the Hong Kong Fishermen’s Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sio had not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and did not hold any other positions within the Group.

As at the Latest Practicable Date, Mr. Sio did not have any interests in the Shares within the meaning of Part XV of the SFO and did not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Mr. Sio had entered into a letter of appointment with the Company as an independent non-executive director for a term of one year, subject to termination in certain circumstances as stipulated in the said letter of appointment. His appointment is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Sio is entitled to a director's fee of HK\$120,000 per annum subject to adjustment as appropriate to be determined by the Board. His annual director's emolument has been recommended by the remuneration committee of the Company and determined by the Board with reference to his qualification and experience, duties and responsibilities in the Company, the prevailing market situation and the Company's performance and current arrangement.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Sio that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Huge China Holdings Limited 匯嘉中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 428)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 28th day of June, 2017 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the report of the directors and independent auditor's report for the year ended 31st December, 2016.
2.
 - (a) To re-elect Mr. Chau Wai Hing as director of the Company.
 - (b) To re-elect Mr. William Keith Jacobsen as director of the Company.
 - (c) To re-elect Mr. Sio Chan In Devin as director of the Company.
 - (d) To authorize the board of directors of the Company to fix the remuneration of directors of the Company for the year ending 31st December, 2017.
3. To re-appoint World Link CPA Limited (which was appointed by the board of directors to fill the causal vacancy occurred by the resignation of Elite Partners CPA Limited) as auditor of the Company and to authorize the board of directors to fix the remuneration of auditor.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$1.00 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

- 5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$1.00 each in the capital 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) above shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) 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 after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares of the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; (iii) an issue of shares of the Company as scrip dividends pursuant to the articles of association of the Company from time to time; (iv) an issue of shares of the Company 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 of the Company, shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the passing of ordinary resolutions in items 4 and 5 of the notice convening the meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to ordinary resolution in item 5 of the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the total number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution in item 4 of the notice convening this meeting (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution).”

By Order of the Board
Huge China Holdings Limited
Chau Wai Hing
Chairman

Dated this 26th day of April, 2017.

Notes:

1. Any member of the Company entitled to attend and vote at the above annual general meeting (or any adjournment thereof) (the “**Meeting**”) is entitled to appoint another person as proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the Meeting.
3. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from 23rd June, 2017 to 28th June, 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the aforementioned meeting, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on 22nd June, 2017.
4. With regard to the resolutions in item no. 2 in this notice, details of the retiring directors of the Company are set out in Appendix II to the Company’s circular to shareholders dated 26th April, 2017.
5. An explanatory statement as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection with the proposed repurchase mandate under ordinary resolution in item 4 above is set out in Appendix I to the Company’s circular to shareholders dated 26th April, 2017.
6. As at the date of this notice, the Board comprises two executive directors, namely Mr. Chau Wai Hing and Mr. Wu Ming Gai; two non-executive directors, namely Mr. William Keith Jacobsen and Mr. Mak Hing Keung Thomas; and three independent non-executive directors, namely Mr. Sio Chan In Devin, Mr. Law Siu Hung Paul and Mr. Wong Ching Wan.