
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.

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**PROPOSALS INVOLVING
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY,
RE-ELECTION OF RETIRING DIRECTORS,
INCREASE IN AUTHORISED SHARE CAPITAL,
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 Thursday, 28th June, 2018, at 10:00 a.m. is set out on pages 14 to 18 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, 2018

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.ecom@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 and one page 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 Thursday, 28th June, 2018 at 10:00 a.m. notice of which is set out on pages 14 to 18 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”	18th April, 2018, 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
“Shareholder(s)”	holder(s) of Share(s)
“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
“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
Mr. Hui Man Ho Ivan

Independent Non-Executive Directors:

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

Registered office:

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

Principal place of business:

Unit 1601, 16th Floor,
South Tower, Concordia Plaza,
1 Science Museum Road,
Tsimshatsui, Kowloon,
Hong Kong

Hong Kong, 26th April, 2018

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,
INCREASE IN AUTHORISED SHARE CAPITAL,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28th June, 2017, 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 nine Directors, namely Mr. Chau Wai Hing (Chairman of the Board), Mr. Wu Ming Gai, Mr. William Keith Jacobsen, Mr. Mak Hing Keung Thomas, Mr. Hui Man Ho Ivan, Mr. Law Siu Hung Paul, Mr. Sio Chan In Devin, Mr. Wong Ching Wan and Mr. Wong Chung Yan Sammy.

Pursuant to the Articles of Association, Mr. Wu Ming Gai, Mr. Law Siu Hung Paul and Mr. Wong Ching Wan, being the longest in office, shall retire by rotation at the Annual General Meeting. Mr. Hui Man Ho Ivan and Mr. Wong Chung Yan Sammy were appointed Directors on 23rd March, 2018. All these newly appointed directors will retire at the Annual General Meeting.

All the above 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. INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 100,000,000 Shares of which 85,928,950 Shares have been issued and fully paid or credited as fully paid. The Directors propose to increase the authorized share capital of the Company from HK\$100,000,000 divided into 100,000,000 Shares to HK\$1,000,000,000 divided into 1,000,000,000 Shares by the creation of additional 900,000,000 Shares. The new Shares shall, upon issue, rank pari passu with the Shares then in issue. The increase in the authorised share capital will provide a sufficient capital structure for possible new issues under the general mandate for Directors to issue new Shares.

Save for the possible new issues under the general mandate for Directors to issue new Shares, the Directors have no current intention of issuing any part of the enlarged authorised share capital of the Company upon the approval of the increase in the authorised share capital at the Annual General Meeting.

Ordinary resolution no. 7 in the notice of Annual General Meeting will be proposed at the Annual General Meeting to approve the above increase in authorised share capital.

LETTER FROM THE CHAIRMAN

5. 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, re-election of retiring Directors and increase in authorised share capital, is set out on pages 14 to 18 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.

6. 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.

7. 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, 2017 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>
2017		
April	1.33	1.20
May	1.30	1.19
June	1.26	1.12
July	1.23	1.01
August	1.28	1.00
September	1.11	0.99
October	1.07	0.95
November	1.47	0.96
December	1.11	0.97
2018		
January	1.17	1.00
February	1.35	1.00
March	1.06	0.95
April (up to the Latest Practicable Date)	0.96	0.91

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, Mr. Kor Sing Mung Michael, directly and indirectly interested in 21,600,930 Shares, representing approximately 25.14% of the total issued Shares. In the event the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Resolution, then (if the present shareholding remain the same), the shareholding interests of Mr. Kor Sing Mung Michael will be increased to approximately 27.93% of the issued Shares.

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. Wu Ming Gai (“Mr. Wu”)**

Mr. Wu, aged 42, joined the Company in July 2015. He was re-designated from a non-executive director to an executive director of the Company effective from 1st March 2016. Mr. Wu is one of the directors and responsible officers of Tiger Securities Asset Management Company Limited (“Tiger Securities”) (as the investment manager of the Company since 1st March 2016). Mr. Wu is currently licensed under the Securities and Futures Commission to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (assets management) regulated activities accredited to Tiger Securities. He has obtained the Honor Diploma of Accounting from the Hong Kong Shue Yan University in July 1999. He has over 12 years of management experience in fund accounting and asset management. He was the chief operating officer of Tiger Securities from 2007 to 2012 responsible for the overall operation of fund management. Since 2013, he has been the director of the same company responsible for the general management of regulated activities.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu 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. Wu 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. Wu 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. Wu is entitled to a director’s fee of HK\$144,000 per annum subject to adjustment as appropriate to be determined by the remuneration committee of the Company. His annual director’s emolument has been determined by the remuneration committee of the Company 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. Wu 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. Hui Man Ho Ivan (“Mr. Hui”)**

Mr. Hui, aged 39, was appointed as a non-executive Director on 23rd March 2018. He is the company secretary of the Company on 3rd August 2017. Mr. Hui holds Master degree in Practising Accounting, Master degree in Applied Finance and a Bachelor degree in Business (Banking & Finance) from Monash University, Australia. He is also a member of CPA Australia. Mr. Hui has over 12 years of working experience in auditing, accounting, financial management and corporate finance. As at the date hereof, he is an independent non-executive director of Upbest Group Limited (stock code: 335), and an independent non-executive director of Prime Intelligence Solutions Group Limited (stock code: 8379).

Save as disclosed above, as at the Latest Practicable Date, Mr. Hui 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. Hui 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. Hui 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. Hui is entitled to a director’s fee of HK\$288,000 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. Hui 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 Directors**Mr. Law Siu Hung Paul (“Mr. Law”)**

Mr. Law, aged 59, has been an independent non-executive director since 4th May 2015. He is also a member of audit committee and nomination committee of the Company. Mr. Law obtained a Bachelor degree of Business Administration (BBA) from the American University in 1995. He was awarded the Medal of Honour by the Government of the Hong Kong Special Administrative Region. He founded Olympic Motor Group (which operates car dealing business in Hong Kong) in 1980 and has been the chairman of Olympic Motor Group since 1991. Mr. Law has been a member of the Professional Insurance Brokers Association since 1995, fellow member of the International Institute of Management, Hong Kong since 1996, member of The Institute of Motor Industry, Britain since 1997, member of the Society of Automotive Engineers, U.S.A since 1999, member of the Who’s Who Historical Society since 2001, executive member of the Hong Kong Institute of Marketing since 2003, honorary senior fellow of The Professional Validation Centre of Hong Kong Business Sector since 2005, fellow member of the Institute for Entrepreneurship of the Hong Kong Polytechnic University since 2006, and professional member of the International Chinese Transportation Professionals Association (Hong Kong Chapter) and professional member of The Association of Hong Kong Professionals since 2012. He was also awarded as Distinguished Chinese by the Chinese Who’s Who Society Evaluation Committee in 2012.

Save as disclosed above, as at the Latest Practicable Date, Mr. Law 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. Law 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. Law 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. Law is entitled to a director’s fee of HK\$168,000 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. Law 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.

Mr. Wong Ching Wan (“Mr. Wong”)

Mr. Wong, aged 50, joined the Company on 4th May 2015. He is an independent non-executive director, the chairman of the audit committee and remuneration committee and a member of nomination committee of the Company. Mr. Wong is a member of CPA Australia, the Hong Kong Institute of Certified Public Accountants, Chartered Professional Accountants of Canada and fellow member of The Taxation Institute of Hong Kong. He has obtained a Bachelor of Business and Administration from the Chinese University of Hong Kong in 1989 and a Bachelor of Commerce from The University of Southern Queensland in 1992. Also, he has studied in the Professional Master of Business Administration course offered by the Troy State University, U.S. Mr. Wong was the independent non-executive director of Grand Field Group Holdings Limited (stock code: 115) from 2nd December 2008 to 8th January 2009. Mr. Wong was an authorised representative of China Oil Gangran Energy Group Holdings Limited (stock code: 8132) from 15th December 2015 to 23rd January 2017. He was also a director of Network CN, Inc. (stock code: NWCN) listing in U.S. from 28th August 2015 to 1st July 2017. Mr. Wong is an independent non-executive director, the chairman of audit committee, and a member of remuneration committee and nomination committee of On Real International Holdings Limited (stock code: 8245).

Mr. Wong has more than 26 years of experience in audit, internal control, financial control and capital market. He has held various positions in different companies in China, U.S. and Hong Kong including senior position in multinational companies. He was the chief financial officer and a director of a jewellery company that he assisted to seek IPO in the U.S. He was also responsible for U.S. regulatory filings and internal control.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong 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. Wong 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. Wong 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. Wong is entitled to a director’s fee of HK\$168,000 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. Wong 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.

Mr. Wong Chung Yan Sammy (“Mr. Sammy Wong”)

Mr. Sammy Wong, aged 54, was appointed as an independent non-executive director on 23rd March 2018. He holds a Bachelor’s degree in Social Science from the Chinese University of Hong Kong. He has over 28 years of financial planning & modeling, investment analysis & execution and project & liquidity management experience in banking and commercial industry. Mr. Sammy Wong had held senior management positions in various subsidiaries of certain companies listed in Hong Kong. He is now also a director of a private securities company in Hong Kong.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sammy Wong 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. Sammy Wong 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. Sammy Wong 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. Sammy Wong is entitled to a director’s fee of HK\$168,000 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. Sammy Wong 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



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 Thursday, 28th day of June, 2018 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, 2017.
2.
 - (a) To re-elect Mr. Wu Ming Gai as director of the Company.
 - (b) To re-elect Mr. Hui Man Ho Ivan as director of the Company.
 - (c) To re-elect Mr. Law Siu Hung Paul as director of the Company.
 - (d) To re-elect Mr. Wong Ching Wan as director of the Company.
 - (e) To re-elect Mr. Wong Chung Yan Sammy as director of the Company.
 - (f) To authorize the board of directors of the Company to fix the remuneration of all the directors of the Company for the year ending 31st December, 2018.
3. To re-appoint World Link 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:

NOTICE OF ANNUAL GENERAL MEETING

“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;
- (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.”

NOTICE OF ANNUAL 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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

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).”

7. 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** the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 100,000,000 shares of HK\$1.00 each to HK\$1,000,000,000 divided into 1,000,000,000 shares of HK\$1.00 each by the creation of additional 900,000,000 shares of HK\$1.00 each and the directors of the Company be and are hereby authorised for and on behalf of the Company to execute all such documents, deeds, instruments and agreements and to do all such acts and things as they may, in their absolute discretion, consider necessary to effect or to be incidental to, ancillary to or in connection with such increase in the authorised share capital of the Company.”

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

Dated this 26th day of April, 2018.

NOTICE OF ANNUAL GENERAL MEETING

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 25th June, 2018 to 28th June, 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 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, 2018.
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, 2018.
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, 2018.
6. As at the date of this notice, the Board comprises two executive directors, namely Mr. Chau Wai Hing and Mr. Wu Ming Gai; three non-executive directors, namely Mr. William Keith Jacobsen, Mr. Mak Hing Keung Thomas and Mr. Hui Man Ho Ivan; and four independent non-executive directors, namely Mr. Sio Chan In Devin, Mr. Law Siu Hung Paul, Mr. Wong Ching Wan and Mr. Wong Chung Yan Sammy.