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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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Huge China Holdings Limited (the “**Company**”) will be held at Suite 2806, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 10 June 2016 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon (i) the fulfilment or waiver (as applicable) of the conditions set out in the Underwriting Agreement (as defined below); (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of and permission to deal in the Rights Shares (as defined below) in their nil-paid and fully-paid forms; and (iii) filing and the registration of all documents relating to the Rights Issue (as defined below) required to be filed with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding up and Miscellaneous Provisions) Ordinance in Hong Kong:

- (a) the underwriting agreement (the “**Underwriting Agreement**”) dated 21 April 2016 in respect of the Rights Issue (as defined below) and the transactions contemplated thereunder (including but not limited to the underwriting of the Rights Shares (as defined below) by Gransing Securities Co., Limited (the “**Underwriter**”)) entered into between the Company and the Underwriter (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) be and are hereby approved, confirmed and ratified;

- (b) the issue by way of rights of 39,058,614 Shares (the “**Rights Shares**”) at a subscription price of HK\$2.00 per Rights Share (the “**Rights Issue**”) to the shareholders of the Company (the “**Shareholders**”) whose names shall appear on the register members of the Company at the close of business on 22 June 2016 (the “**Qualifying Shareholders**”), or such other date as the Company and the Underwriter may agree in writing as the record date for determination of the entitlements of the Shareholders to the Rights Issue (the “**Record Date**”) (excluding those Shareholders (the “**Excluded Shareholders**”) whose addresses on the register of members of the Company are outside Hong Kong on the Record Date in respect of whom the directors of the Company (the “**Directors**”), based on legal opinions provided by legal advisers of the Company, consider it necessary or expedient to exclude from the Rights Issue on account either of the legal restriction under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s)), on the basis of one (1) Rights Share at the subscription price of HK\$2.00 per Rights Share for every one (1) existing Share held on the Record Date and pursuant to the terms and conditions as set out in the Underwriting Agreement be and is hereby approved;
- (c) the board of Directors (“**Board**”) or a committee thereof be and is hereby authorised to allot and issue the Rights Shares (in both nil-paid for and fully-paid form) pursuant to or in connection with the Rights Issue provided that in the case of Excluded Shareholders, the Rights Shares shall not be allotted and issued to the Excluded Shareholders but shall be aggregated and issued to a nominee to be named by the Company and such Rights Shares shall be dealt with on terms set out in the circular dated 17 May 2016 of the Company;
- (d) the Board or a committee thereof be and is hereby authorised to make such other exclusions or other arrangements in relation to the Excluded Shareholders as it may deem necessary or expedient and generally to do such things or make such arrangements as it may think fit to the effect the Rights Issue; and
- (e) any executive Director and/or company secretary of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director and/or company secretary in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”

By Order of the Board
Huge China Holdings Limited
匯嘉中國控股有限公司
Au Yeung Ming Yin Gordon
Company Secretary

Hong Kong, 17 May 2016

Registered Office:
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Business in Hong Kong*
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Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as practicable but in any event not later than 24 hours before the time for holding the EGM or any adjournment of such meeting (as the case may be).
3. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. To ascertain Shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 1 June 2016 to Friday, 10 June 2016 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to be entitled to attend and vote at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 31 May 2016.
5. Where there are joint holders of any shares, any one of such holders may vote at the EGM either personally or by proxy in respect of such shares as if he/she was solely entitled thereto provided that if more than one of such joint holders be present at the EGM whether personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint holders.
6. The resolution will be voted by way of a poll at the EGM.

As at the date of this announcement, the Board of directors of the Company comprises three executive directors, namely Mr. Chau Wai Hing, Mr. Chu To Jonathan 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.