
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 should be taken, you should consult your stockbroker or other licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huabang Technology Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other registered securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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華邦科技控股有限公司 HUABANG TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3638)

PROPOSED SHARE CONSOLIDATION

AND

NOTICE OF EGM

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held on Wednesday, 16 March 2022 at 33rd Floor, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong at 11:00 a.m. is set out on pages EGM-1 to EGM-4 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.huabangtechnology.com). Whether or not you intend to attend the EGM, you are requested to complete and (a) return the accompanying proxy form to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon; or (b) submit the form of proxy electronically at <https://spot-emeeting.tricor.hk/#/206> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Monday, 14 March 2022, or not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

PRECAUTIONARY MEASURES FOR THE EGM

In light of the continuing risks posed by the COVID-19 pandemic, the Company is adopting special arrangements in respect of the EGM (details on page ii). The Company strongly encourages Shareholders to exercise their rights to attend the EGM by appointing the chairman of the EGM as their proxy to vote according to their indicated voting instructions and viewing a live streaming webcast of the EGM. In particular, Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) will NOT be able to attend in person, but may view and listen to the EGM and submit questions online. To vote at the EGM, you should complete and return the proxy form, appointing the chairman of the EGM as your proxy, to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or submit the form of proxy electronically at <https://spot-emeeting.tricor.hk/#/206> no later than 11:00 a.m. (Hong Kong time) on Monday, 14 March 2022 or not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Such proxy form can also be downloaded from www.huabangtechnology.com or www.hkexnews.hk. No gifts will be distributed and no refreshments will be served at the EGM.

25 February 2022

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SPECIAL ARRANGEMENTS FOR THE EGM

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the need to protect EGM attendees from possible exposure to the COVID-19 pandemic. **For the health and safety of EGM attendees, the Company would be adopting the special arrangements for the EGM to minimise attendance in person, while still enabling Shareholders to vote and ask questions. Details of the special arrangements for the EGM are set out below.**

ATTENDING THE EGM BY MEANS OF ELECTRONIC FACILITIES

The EGM will be held with the minimum number of persons present as is required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the EGM.

Given the above reasons, **NO other Shareholder, proxy or corporate representative should attend the EGM in person.** Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the EGM.

The Company strongly encourages Shareholders to view and listen to the EGM through online access by visiting the website – <https://spot-meeting.tricor.hk/#/206> (the “**Online Platform**”). Shareholders participating in the EGM using the Online Platform will be able to submit questions through the Online Platform.

The Online Platform will be open for Shareholders to log in approximately 30 minutes prior to the commencement of the EGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer.

Vote by appointing the chairman of the EGM as your proxy

As shareholders cannot attend the EGM in person, they will only be able to vote by submitting a proxy in advance of the EGM. If shareholders wish to vote on any resolution at the EGM, they must appoint the chairman of the EGM as their proxy to vote on their behalf by (a) completing and returning the proxy form in accordance with the instruction printed thereon to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong; or (b) submitting the form of proxy electronically at <https://spot-meeting.tricor.hk/#/206> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Monday, 14 March 2022, or not less than 48 hours before the time for holding the EGM. If a person who is not the chairman of the EGM is appointed as proxy, that person will not be permitted entry to the EGM and will not be able to exercise the vote. In any event, shareholders will not be deprived of their rights of voting on the resolution(s) to be proposed at the EGM.

SPECIAL ARRANGEMENTS FOR THE EGM

Submission of proxy forms for registered Shareholders

A proxy form for use at the EGM is enclosed with this circular. A copy of the proxy form can also be downloaded from the websites of the Company at www.huabangtechnology.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

The deadline to submit completed proxy forms is:

- (1) in the case of an appointment of proxy in hard copy form, 11:00 a.m. (Hong Kong time) on Monday, 14 March 2022, with the completed proxy form being deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or
- (2) in the case of an appointment of proxy electronically, submit the form of proxy electronically at <https://spot-emeeting.tricor.hk/#/206> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Monday, 14 March 2022, or not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

For the health and safety of EGM attendees, Shareholders, proxies or corporate representatives (other than those who are required to attend the EGM physically to form a quorate meeting) will NOT be able to attend in person but may view and listen to the EGM and submit questions online. Registered shareholders are requested to provide a valid email address of his or her proxy (except appointing "the chairman of the EGM" as proxy) to receive the login and access code to view a live streaming webcast of the EGM and submit online questions to us on the e-Meeting System. To vote at the EGM, you should complete and return the proxy form, appointing the chairman of the EGM as your proxy or alternative proxy.

Appointment of proxy for non-registered Shareholders

Non-registered Shareholders should contact their intermediary or stock brokers as soon as possible for assistance in the appointment of proxy.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the EGM arrangements at short notice, and the Company will ensure that the EGM arrangements are in compliance with the articles of association of the Company. While the Company will use its best endeavours to provide necessary updates to the Shareholders on its website at www.huabangtechnology.com regarding the EGM arrangements, Shareholders should check the latest policies and notices announced by the Hong Kong Government, the website of the Company at www.huabangtechnology.com and the website of the Stock Exchange at www.hkexnews.hk for future updates on the EGM arrangements.

SPECIAL ARRANGEMENTS FOR THE EGM

If Shareholders have any questions relating to the EGM, please contact Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
Telephone: 2980 1333
Facsimile: 2810 8185

DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted, “extreme condition” caused by super typhoons or on which a "black" rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Huabang Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.008333 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 33rd Floor, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 16 March 2022 at 11:00 a.m. to consider the ordinary resolution to be proposed to approve the Share Consolidation, or any adjournment thereof
“Existing Share(s)”	ordinary share(s) of HK\$0.008333 each in the existing share capital of the Company before the Share Consolidation becoming effective
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 February 2022, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“PRC”	the People’s Republic of China
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Award Scheme”	the share award scheme adopted by the Company on 14 March 2019
“Share Option Scheme”	the share option scheme adopted by the Company on 21 August 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

2022

Despatch date of circular with notice of the EGM on or before Friday, 25 February

Latest time for lodging transfers of shares in order to 4:30 p.m. on Thursday, 10 March
qualify for attendance and voting at the EGM

Register of members closes (both days inclusive) Friday, 11 March to Wednesday, 16 March

Latest time for lodging forms of proxy for the EGM 11:00 a.m. on Monday, 14 March

Record date for attendance and voting at the EGM Wednesday, 16 March

Date and time of the EGM 11:00 a.m. on Wednesday, 16 March

Publication of the announcement of the results Wednesday, 16 March
of the EGM

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular.

Effective date of the Share Consolidation Friday, 18 March

First day of free exchange of existing share 9:00 a.m. on Friday, 18 March
certificates for new share certificates for
Consolidated Shares

Dealing in the Consolidated Shares commences 9:00 a.m. on Friday, 18 March

Original counter for trading in the Existing Shares 9:00 a.m. on Friday, 18 March
in board lots of 12,000 Existing Shares
(in the form of existing share certificates)
temporarily closes

Temporary counter for trading in the Consolidated Shares 9:00 a.m. on Friday, 18 March
in board lots of 1,200 Consolidated Shares
(in the form of existing share certificates) opens

EXPECTED TIMETABLE

2022

Original counter for trading in the Consolidated Shares 9:00 a.m. on Friday, 1 April
in board lots of 12,000 Consolidated Shares
(in the form of new share certificates for
the Consolidation Shares) re-opens

Parallel trading in the Consolidated Shares 9:00 a.m. on Friday, 1 April
(in the form of new share certificates
for the Consolidated Shares and existing
share certificates) commences

Designated broker starts to stand in the market to provide 9:00 a.m. on Friday, 1 April
matching services for odd lots of the Consolidated Shares

Designated broker ceases to stand in the market 4:00 p.m. on Tuesday, 26 April
to provide matching services for odd lots of
the Consolidated Shares

Temporary counter for trading in the 4:10 p.m. on Tuesday, 26 April
Consolidated Shares in board lots of 1,200
Consolidated Shares (in the form of
existing share certificates) closes

Parallel trading in the Consolidated Shares (in 4:10 p.m. on Tuesday, 26 April
the form of new share certificates
for the Consolidation Shares and
existing share certificates) ends

Last day of free exchange of existing share 4:00 p.m. on Thursday, 28 April
certificates for new share certificates
for Consolidated Shares

LETTER FROM THE BOARD



華邦科技控股有限公司

HUABANG TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3638)

Executive Directors:

Mr. George Lu *(Chairman and Chief Executive Officer)*

Mr. Liu Qiaosong *(Vice Chairman)*

Independent Non-Executive Directors:

Mr. Loo Hong Shing, Vincent

Mr. Zhu Shouzhong

Mr. Li Huaqiang

Registered office:

PO Box 309, Uglan House,

Grand Cayman,

KY1-1104,

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

33rd Floor, Enterprise Square Three,

39 Wang Chiu Road,

Kowloon Bay,

Kowloon,

Hong Kong

25 February 2022

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND NOTICE OF EGM

INTRODUCTION

Reference is made to the announcement of the Company dated 11 February 2022 in relation to the proposed Share Consolidation. The purpose of this circular is to provide you with further information regarding, among other things, the proposed Share Consolidation and the notice of EGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes that every ten (10) Existing Shares in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share.

LETTER FROM THE BOARD

Effects of the Share Consolidation

As at the Latest Practicable Date, there were 4,384,782,000 Existing Shares of par value of HK \$0.0008333 each in issue which were fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 438,478,200 Consolidated Shares of par value of HK\$0.008333 each in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Shares Consolidation.

The Share Consolidation is expected to become effective on Friday, 18 March 2022 subject to the fulfilment of the above conditions.

As at the Latest Practicable Date, no conditions precedent has been fulfilled.

Listing Application

An application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day

LETTER FROM THE BOARD

thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Other securities of the Company

As at the Latest Practicable Date, there were no outstanding share options granted by the Company under its Share Options Scheme, and there were no outstanding share awards granted by the Company under its Share Award Scheme.

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

NO CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 12,000 Existing Shares. Upon the Share Consolidation becoming effective, the Consolidated Shares will continue to be traded in the board lot size of 12,000 Consolidated Shares.

Based on the closing price of HK\$0.034 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value per board lot of 12,000 Existing Shares is HK\$408; and (ii) the value per board lot of 12,000 Consolidated Shares, assuming that the Share Consolidation had already been effective, would be HK\$4,080.

REASONS FOR THE SHARE CONSOLIDATION

The proposed Share Consolidation will reduce the total number of Shares currently in issue from 4,384,782,000 Existing Shares as at the Latest Practicable Date to 438,478,200 Consolidated Shares immediately after the Share Consolidation becoming effective and assuming that no Shares will be issued or repurchased from the Latest Practicable Date till the effective date of the Share Consolidation.

Based on the closing price of HK\$0.034 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical market price per Consolidated Share after the Share Consolidation becoming effective would be HK\$0.34 per Consolidated Share. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares.

The closing prices of the Existing Shares were below HK\$0.3 during the past 12 months from the Latest Practicable Date in the range from HK\$0.034 to HK\$0.3. During this 12 months period, the closing prices of the Existing Shares were below HK\$0.2 for approximately nine months since 27 May 2021 in the range from HK\$0.034 to HK\$0.178, which the Board considers to be a sufficient, fair and representative

LETTER FROM THE BOARD

period for considering whether to implement the Share Consolidation given the relatively lengthy period of time. Moreover, as the market value of each board lot upon the Share Consolidation becoming effective will be higher than the market value of each existing board lot, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction fee for each securities trade. It is also hoped that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, and thus help to further broaden the shareholder base of the Company. Accordingly, the Board is of the view that the Share Consolidation is beneficial to the Company, the Shareholders and investors as a whole.

Pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, the expected board lot value should be greater than HK\$2,000 per board lot taking into account the minimum transaction costs for a securities trade. As at the Latest Practicable Date, based on the closing price of HK\$0.034 per Existing Share as quoted on the Stock Exchange, the value of each board lot of 12,000 Existing Shares was HK\$408, which falls below the expected board lot value of HK\$2,000.

Based on the closing price of HK\$0.034 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of 12,000 Consolidated Shares would be increased to HK\$4,080 after the Share Consolidation becoming effective, which is greater than the expected board lot value of HK\$2,000 taking into account the minimum transactions costs. In view of the above, the Company considered that the ratio of consolidation of every ten (10) Existing Shares into one (1) Consolidated Share is reasonable and appropriate and is in the best interests of the Company and its Shareholders as a whole.

Save for the necessary professional expenses for the implementation of the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders.

The Board considers that the Share Consolidation is essential to achieve the above-mentioned purpose. Taking into account of the potential benefits and the insubstantial amount of costs to be incurred, the Board is of the view that the Share Consolidation is in the best interest of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company does not have any concrete plan to conduct any fund raising activities or intention of future corporate actions which will offset or negate the effect of the Share Consolidation. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

LETTER FROM THE BOARD

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares (if any) will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. The Company has agreed to appoint Huabang Securities Limited to arrange for matching services regarding the sale and purchase of odd lots of Consolidated Shares from 1 April 2022 to 26 April 2022 (both days inclusive). Shareholders of odd lots of the Consolidated Shares may contact Mr. Mou Chung Sing Michael (telephone number: (852) 2389-9888) of Huabang Securities Limited during normal business hours in the aforesaid period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Friday, 18 March 2022, Shareholders may on or after 9:00 a.m. on Friday, 18 March 2022 and until 4:00 p.m. on Thursday, 28 April 2022 (both days inclusive), submit their existing share certificates in orange colour for the Existing Shares to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for exchange for share certificates in green colour for the Consolidated Shares at the expense of the Company.

It is expected that the new share certificates for the Consolidated Shares will be available for collection within 10 Business Days after submission of the existing share certificates to the Hong Kong branch share registrar of the Company for exchange.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the branch share registrar for exchange of share certificates.

LETTER FROM THE BOARD

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on 26 April 2022, trading will only be in Consolidated Shares which share certificates will be issued in green colour. Existing share certificates in orange colour for the Existing Shares will cease to be valid for delivery, trading and settlement purposes, but will remain valid and effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time.

EGM

A notice of EGM convening the EGM at which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the proposed Share Consolidation is set out on pages EGM-1 to EGM-3 of this circular.

To the best knowledge of the Directors, no Shareholders have a material interest in the Share Consolidation and accordingly, no Shareholders will have to abstain from voting at the EGM.

Whether or not you intend to attend the EGM, you are requested to complete and (a) return the accompanying proxy form to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon; or (b) submit the form of proxy electronically at <https://spot-emeeting.tricor.hk/#/206> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Monday, 14 March 2022, or not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolution(s) at the EGM shall be taken by way of poll and an announcement will be made by the Company on the results of the EGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 11 March 2022 to Wednesday, 16 March 2022, both days inclusive, during which period no transfer of Existing Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Existing Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, 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 Thursday, 10 March 2022.

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 Group. 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 misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Share Consolidation is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the EGM.

MISCELLANEOUS

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

Yours faithfully,
By Order of the Board
Huabang Technology Holdings Limited
George Lu
Chairman and Chief Executive Officer

NOTICE OF EGM



華邦科技控股有限公司

HUABANG TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3638)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Huabang Technology Holdings Limited (the “Company”) will be held at 33rd Floor, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 16 March 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below) and with effect from the second business day immediately following the date of the passing of this resolution:

- (a) every ten (10) issued and unissued ordinary shares of par value of HK\$0.0008333 each in the share capital of the Company be and are hereby consolidated into one (1) consolidated share of par value of HK\$0.008333 (the “**Consolidated Shares**”) (the “**Share Consolidation**”) such that the authorised share capital of the Company shall be changed from HK\$80,000,000 divided into 96,000,000,000 shares of par value of HK\$0.0008333 each to HK\$80,000,000 divided into 9,600,000,000 Consolidated Shares of par value of HK\$0.008333 each, and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company;
- (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

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- (c) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

On behalf of the Board
Huabang Technology Holdings Limited
George Lu
Chairman and Chief Executive Officer

Hong Kong, 25 February 2022

Registered office
PO Box 309, Ugland House,
Grand Cayman,
KY1-1104,
Cayman Islands

*Head office and principal place of
business in Hong Kong*
33rd Floor, Enterprise Square Three,
39 Wang Chiu Road,
Kowloon Bay,
Kowloon,
Hong Kong

Notes:

1. Registered shareholders of the Company (“**Shareholders**”) will be able to view and listen to the EGM and submit questions online in accordance with the instructions as stated in the letter sent to the shareholders of the Company. Beneficial owners or CCASS non-registered Shareholders whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“**HKSCC**”) can also view and listen to the EGM and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalized login and access code will be sent to them upon receipt of request through their respective bank, broker, custodian or HKSCC. Shareholders of the Company should note that viewing the live streaming of the EGM will not be counted towards quorum nor will they be able to cast their votes online.
2. Any member entitled to attend and vote at the EGM is entitled to appoint one, or if such member is a holder of more than one Share, more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
4. In order to be valid, you are requested to (a) complete and return the accompanying proxy form to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon; or (b) submit the form of proxy electronically at <https://spot-emeeting.tricor.hk/#/206> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Monday, 14 March 2022, or not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same.

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6. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at any meeting, the vote of such holder 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. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
7. Completion and return of a form of proxy will not preclude a member from attending and voting at the EGM or any adjournment thereof should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
8. The register of members of the Company will be closed from Friday, 11 March 2022 to Wednesday, 16 March 2022, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, unregistered holders of Existing Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, 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 Thursday, 10 March 2022.
9. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
10. **COVID-19 PANDEMIC SITUATION**

The Company will adopt the following special arrangements at the EGM for the purpose of public health and safety:

- (a) The EGM will be held with the minimum number of persons present as is required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the risks posed by the COVID-19 pandemic at the EGM. No other Shareholder, proxy or corporate representative should attend the EGM in person in light of the continuing risks posed by the COVID-19 pandemic. Any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the EGM.
 - (b) There will be no distribution of gifts and no refreshments will be served at the EGM.
 - (c) All resolutions at the EGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the EGM by proxy. If a Shareholder (other than those who are required to attend the EGM physically to form a quorate meeting) wishes to vote on any resolution at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to exercise his/her/its right to vote at the EGM in accordance with his/her/its instructions.
 - (d) Shareholders can view and listen to the EGM through online access by visiting the website <https://spot-meeting.tricor.hk/#/206> (the "**Online Platform**"). Shareholders participating in the EGM using the Online Platform will also submit questions through the Online Platform. The Online Platform will be open for Shareholders to log in approximately 30 minutes prior to the commencement of the EGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer.
 - (e) Shareholders attending the EGM using the Online Platform will be able to submit questions relevant to the Company's proposed resolution online during the EGM.
 - (f) For the health and safety of EGM attendees, Shareholders, proxies or corporate representatives (other than those who are required to attend the EGM physically to form a quorate meeting) will NOT be able to attend in person but may view and listen to the EGM and submit questions online. Registered shareholders are requested to provide a valid email address of his or her proxy (except appointing "the chairman of the EGM" as proxy) to receive the login and access code to view a live streaming webcast of the EGM and submit online questions to us on the e-Meeting System. To vote at the EGM, you should complete and return the proxy form, appointing the chairman of the EGM as your proxy or alternative proxy.
11. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the latest policies and notices announced by the Hong Kong Government, the Company's website (www.huabangtechnology.com) and the website of the Stock Exchange (www.hkexnews.hk) for future announcements and update on the EGM arrangement.

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12. As at the date of this notice, the board of Directors of the Company comprises: (i) Mr. George Lu and Mr. Liu Qiaosong as the executive Directors of the Company; and (ii) Mr. Loo Hong Shing, Vincent, Mr. Zhu Shouzhong and Mr. Li Huaqiang as the independent non-executive Directors of the Company.