THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Huajin International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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HUAJIN INTERNATIONAL HOLDINGS LIMITED

華津國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2738)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Unit 4, 20/F, New Trend Centre, 704 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on Monday, 30 June 2025 at 2:30 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use in connection with the AGM is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.huajin-hk.com).

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof.

6 June 2025

CONTENTS

	Page
DEFINITION	1–3
LETTER FROM THE BOARD	4–8
APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	9–12
APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	13–15
NOTICE OF ANNUAL GENERAL MEETING	16–20

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

"**AGM**"	the annual general meeting of the Company to be convened and held at Unit 4, 20/F, New Trend Centre, 704 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on Monday, 30 June 2025 at 2:30 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 16 to 20 of this circular
"**Articles of Association**"	the articles of association of the Company
"**Board**"	the board of Directors
"**BVI**"	the British Virgin Islands
"**Companies Act**"	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"**Company**"	Huajin International Holdings Limited 華津國際控股有限公司, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 2738)
"**Controlling Shareholder(s)**"	has the meaning ascribed thereto under the Listing Rules and for the purpose of this circular only, refers to Intrend Ventures, Haiyi and Mr. Xu
"**Director(s)**"	the director(s) of the Company
"**Extension Mandate**"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
"**Group**"	the Company and its subsidiaries
"**Haiyi**"	Haiyi Limited (海逸有限公司), a business company incorporated under the laws of BVI with limited liability and our Controlling Shareholder, which is wholly-owned by Intrend Ventures
"**Hong Kong**"	the Hong Kong Special Administrative Region of the PRC

"**Intrend Ventures**"	Intrend Ventures Limited, a business company incorporated under the laws of BVI with limited liability and our Controlling Shareholder, which is wholly-owned by Mr. Xu
"**Issue Mandate**"	a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares and other securities with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution
"**Jiangmen Huajin**"	江門市華津金屬製品有限公司 (Jiangmen Huajin Metal Product Company Limited*), a limited liability company established under the laws of PRC and an indirect wholly-owned subsidiary of our Company
"**Jiangmen Huamu**"	江門市華睦五金有限公司 (Jiangmen Huamu Metals Company Limited*), a limited liability company established under the laws of PRC and an indirect wholly-owned subsidiary of our Company
"**Latest Practicable Date**"	3 June 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"**Listing Date**"	15 April 2016, being the date on which dealings in our Shares on the Stock Exchange commences
"**Listing Rules**"	the Rules Governing the Listing of Securities on the Stock Exchange
"**Member(s)**"	the member(s) of the Company, being the Shareholder(s)
"**Memorandum**"	the memorandum of association of the Company
"**Mr. Xu**"	Mr. Xu Songqing (許松慶), our executive Director and Controlling Shareholder
"**PRC**"	the People's Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)

"**Repurchase Mandate**"	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares in the capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution
"**SFC**"	the Securities and Futures Commission of Hong Kong
"**SFO**"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"**Share(s)**"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"**Shareholder(s)**"	holder(s) of the Share(s)
"**Stock Exchange**"	The Stock Exchange of Hong Kong Limited
"**Takeovers Code**"	The Codes on Takeovers and Mergers and Share Buy-backs
"**HK$**"	Hong Kong dollar(s), the lawful currency of Hong Kong
"**S$**" or "**SGD**"	Singapore dollar(s), the lawful currency of Singapore
"***%***"	per cent

* *for identification purpose only*

HUAJIN INTERNATIONAL HOLDINGS LIMITED
華津國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2738)

Executive Directors:
Mr. Xu Songqing *(Chairman)*
Mr. Luo Canwen *(Chief Executive Officer)*
Mr. Xu Songman

Non-executive Director:
Mr. Xu Jianhong

Independent non-executive Directors:
Mr. Chan Oi Fat
Mr. Ou Qiyuan
Ms. Yip Nga Ting Cerin

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1–1111, Cayman Islands

Headquarters in the PRC:
Xinsha Industrial Zone of Muzhou Town
Xinhui District, Jiangmen City
Guangdong Province
PRC

Principal place of business in Hong Kong:
Unit 4, 20/F, New Trend Centre
704 Prince Edward Road East
San Po Kong, Kowloon
Hong Kong

6 June 2025

To the Shareholders

Dear Sirs or Madams,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following resolutions to be proposed at the AGM relating to, among other matters, (i) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the proposed re-election of retiring Directors; (iii) the re-appointment of the auditor of the Company, and to give the Shareholder the notice of AGM.

2. GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the AGM, the Shareholders will be asked to consider and, if thought fit, to approve the grant of the Issue Mandate to enable the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 600,000,000. Subject to the passing of the relevant resolution, the maximum number of new Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM) to be issued under the proposed Issue Mandate is 120,000,000.

Ordinary resolutions will also be proposed at the AGM for the grant of the Repurchase Mandate to enable the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the number of issued Shares as at the date of the passing of the relevant resolution and to extend the Issue Mandate by an amount representing the aggregate number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate to cover such Shares repurchased by the Company.

As at the Latest Practicable Date, the aggregate number of Shares in issue was 600,000,000. Accordingly, subject to the passing of the relevant resolutions and assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 60,000,000 Shares.

The Issue Mandate and the Repurchase Mandate will remain in effect until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company following the AGM;

(b) the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles of Association or any applicable laws of Cayman Islands; and

(c) the passing of an ordinary resolution of the Shareholders of our Company in a general meeting revoking, varying or renewing such mandate.

The Directors wish to state that they have no immediate plan to allot and issue any new Shares.

An explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

As at the date hereof, the Board comprises four executive Directors, namely Mr. Xu Songqing, Mr. Xu Jianhong, Mr. Luo Canwen and Mr. Xu Songman and three independent non-executive Directors, namely Mr. Chan Oi Fat, Mr. Ou Qiyuan and Ms. Yip Nga Ting Cerin.

Pursuant to Article 83(3) of the Articles of Association of the Company, Mr. Chan Oi Fat (''Mr. Chan'') and Ms. Yip Nga Ting Cerin (''Ms. Yip'') shall retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Pursuant to Article 84 of the Articles of Association, Mr. Ou Qiyuan (''Mr. Ou'') shall retire by rotation and, being eligible, offer himself for re-election at the AGM.

The nomination committee of the Board (the ''Nomination Committee'') has assessed and reviewed the written independent confirmation of Mr. Chan, Ms. Yip and Mr. Ou who have offered themselves for re-election at the AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that they remain independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee has evaluated Mr. Chan, Ms. Yip and Mr. Ou based on criteria set out in the nomination policy adopted by the Company including but not limited to their character and integrity, professional qualifications, skills, knowledge, experience and willingness and ability to devote adequate time to discharge duties as members of the Board.

The Nomination Committee is also of the view that Mr. Chan, Ms. Yip and Mr. Ou will bring to the Board perspectives, skills and experience as further described in their biographies as set out in Appendix II to this circular. Based on the Board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Chan, Ms. Yip and Mr. Ou can contribute to the diversity of the Board, in particular, with Mr. Chan's experience in finance and accounting, Ms. Yip's experience in legal, ESG and corporate governance experience, and Mr. Ou's experience in corporate development.

Therefore, the Board, with the recommendation of the Nomination Committee, supports the re-election of Mr. Chan, Ms. Yip and Mr. Ou as independent non-executive Directors at the AGM.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the Listing Rules.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the Corporate Governance Report of the Company's annual report for the year ended 31 December 2024.

4. ANNUAL GENERAL MEETING

The Company will convene the AGM at 2:30 p.m. on Monday, 30 June 2025 at Unit 4, 20/F, New Trend Centre, 704 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong at which resolutions will be proposed for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular. The notice of the AGM is set out on pages 16 to 20 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof. If you attend and vote in person at the AGM, the authority of your proxy will be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the AGM.

5. VOTING BY WAY OF POLL

In accordance with the requirements of Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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. As such, pursuant to Article 66 of the Articles of Association, the chairman of the AGM will demand a poll for the purpose of voting on all the resolutions set out in the notice of AGM. The Company will announce the results of the poll on all resolutions voted at the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 25 June 2025 to Monday, 30 June 2025, both days inclusive, during which period no share transfer will be effected. All share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 24 June 2025.

7. GENERAL INFORMATION

Your attention is drawn to the additional information as set out in Appendix I and Appendix II to this circular.

8. RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors and the re-appointment of the auditor of the Company are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By Order of the Board
HUAJIN INTERNATIONAL HOLDINGS LIMITED
Xu Songqing
Chairman

This appendix serves as the explanatory statement, as required by the Listing Rules, to provide Shareholders requisite information for their consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such a company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 600,000,000 Shares in issue.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate at the AGM and on the basis that no Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 Shares (representing 10% of the total number of Shares in issue as at the Latest Practicable Date).

3. REASON FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchase, depending on market conditions and funding arrangements at the time, may lead to an enhancement of the net asset value of the Company and its net assets and/or the earnings per share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASE

Any repurchase must be financed out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and any applicable laws and regulations from time to time in force of the Cayman Islands.

5. EXERCISE OF REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 600,000,000 Shares in issue as at the Latest Practicable Date, could accordingly result in up to 60,000,000 Shares being repurchased by our Company during the period in which the Repurchase Mandate remains in force. On the basis of the current financial position of our Group as disclosed in our 2024 annual report and taking into account the current working capital position of our Group, our Directors consider that, if the Repurchase Mandate were to be exercised in full, there might be

a material adverse impact on the working capital and/or gearing position of our Group (as compared with the position disclosed in our 2024 annual report). However, our Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Group or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Group.

6. SHARE PRICES

The highest and lowest market prices per Share at which the Shares had been traded on the Stock Exchange during each of the twelve months preceding and up to the Latest Practicable Date were as follows:

	Shares	
	Highest	**Lowest**
	HK$	*HK$*
2024		
May	1.79	1.25
June	1.60	1.20
July	1.34	0.99
August	1.23	0.96
September	1.19	0.60
October	1.04	0.65
November	0.84	0.61
December	0.81	0.64
2025		
January	0.76	0.61
February	0.68	0.45
March	0.76	0.45
April	0.55	0.18
May	0.25	0.17
June (up to the Latest Practicable Date)	0.19	0.18

7. UNDERTAKING

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

8. TAKEOVERS CODE

If as a result of a repurchase of Shares, 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. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

To the best knowledge and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, Haiyi was interested in 391,500,000 Shares representing approximately 65.25% of the issued Shares of the Company. The entire issued share capital of Haiyi is legally and beneficially owned by Intrend Ventures and the entire issued share capital of Intrend Ventures is legally and beneficially owned by Mr. Xu. Each of Haiyi, Intrend Ventures and Mr. Xu is considered as our Controlling Shareholders for the purpose of the Listing Rules.

On the basis that no Shares are issued or repurchased prior to the date of the AGM, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholding of Haiyi will be increased to approximately 72.50% of the issued Shares of the Company. Such increase would not give rise to an obligation on the part of Haiyi and parties acting in concert (as defined in the Takeovers Code) with it to make a mandatory offer under Rule 26 of the Takeovers Code.

Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such an extent which will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% as required by the Listing Rules.

On the basis that the issued share capital of the Company remains the same, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

10. GENERAL

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

No core connected persons (as defined under the Listing Rules) of the Company 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 Mandate is approved by the Shareholders.

The following are the particulars of the retiring Directors proposed for re-election at the AGM:

(1) **Mr. Chan Oi Fat (陳愛發)**, aged 46, was appointed as an independent non-executive Director of the Company, the chairman of the audit committee, a member of each of the nomination committee, remuneration committee and compliance committee of the Company on 27 March 2025. Mr. Chan, graduated from the City University of Hong Kong with a bachelor's degree of business administration (honours) in accountancy in November 2000. Mr. Chan has been a member of the Association of Chartered Certified Accountants since December 2003 and a member of the Hong Kong Institute of Certified Public Accountants since October 2004. Mr. Chan has also been a life member of the Hong Kong Independent Non-Executive Director Association since March 2015.

Mr. Chan is the chief financial officer of SML Group Corporation (a company incorporated in the Cayman Islands with limited liability). Mr. Chan has over 20 years of experience in financial management.

Mr. Chan has worked in the audit department of Deloitte Touche Tohmatsu between September 2000 to January 2008, with his last position prior to his departure as a manager. Mr. Chan was then employed by Ta Yang Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1991), as company secretary and qualified accountant in January 2008 and resigned as company secretary in February 2017 but remained as the group's financial controller until March 2018.

Since February 2018, Mr. Chan has been the company secretary of China Leon Inspection Holding Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1586). Since November 2020, Mr. Chan has been the company secretary of Raily Aesthetic Medicine International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2135).

Mr. Chan is currently an independent non-executive director of UBoT Holding Limited, a company listed on the GEM of the Stock Exchange (stock code: 8529) since May 2024. Mr. Chan has been an independent non-executive director of China Saftower International Holding Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8623), from June 2020 to December 2023. Mr. Chan has also been an independent non-executive director of Shanghai Prime Machinery Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2345) which withdrew listing by way of privatisation in January 2021, from June 2014 to January 2021.

Mr. Chan has signed a letter of appointment with the Company with effect from 27 March 2025 subject to retirement by rotation and re-election at annual general meetings of our Company and until terminated by not less than three months' notice in writing served by either the Company or the relevant Director. Mr. Chan is entitled to a

Director's fee of HK$200,000 per annum which is determined with reference to the Director's duties and responsibilities in the Company and the remuneration for directors of comparable listed companies.

As at the Latest Practicable Date, Mr. Chan did not have any interest in the Shares with in the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Chan (i) had not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date; (ii) had not held any other positions with the Company or its subsidiaries; and (iii) had not been connected and had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of the Company.

(2) **Ms. Yip Nga Ting Cerin (葉雅婷)**, aged 42, was appointed as an independent non-executive Director of the Company, a member of each of the audit committee, nomination committee, remuneration committee and compliance committee of the Company on 1 July 2024. Ms. Yip received her double bachelors' degrees in business administration and laws, and her Postgraduate Certificate in Laws from the University of Hong Kong in 2004, 2006 and 2007, respectively. Ms. Yip is qualified to practice law in Hong Kong and was admitted as a solicitor in England and Wales. Ms. Yip obtained The European Federation of Financial Analysts Societies Certified ESG Analyst in 2023 and the CFA Institute Certificate in ESG Investing in 2024.

Ms. Yip is currently the ESG Director of Alibaba Group Holding Limited (''Alibaba Group'', a company listed on the New York Stock Exchange (stock code: BABA) with a secondary listing on the Main Board of the Stock Exchange (stock code: 9988)). Ms. Yip previously served as the senior legal counsel at Alibaba Group. Before joining Alibaba Group, Ms. Yip worked at international law firms, specializing in corporate finance transactions, investments, listing compliance and general corporate matters.

Ms. Yip has signed a letter of appointment with the Company with effect from 1 July 2024 subject to retirement by rotation and re-election at annual general meetings of our Company and until terminated by not less than three months' notice in writing served by either the Company or the relevant Director. Ms. Yip is entitled to a Director's fee of HK$200,000 per annum which is determined with reference to the Director's duties and responsibilities in the Company and the remuneration for directors of comparable listed companies. For the year ended 31 December 2024, Ms. Yip received her Director's fee of HK$100,000 in her capacity as an independent non-executive Director.

As at the Latest Practicable Date, Ms. Yip did not have any interest in the Shares with in the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Ms. Yip (i) had not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date; (ii) had not held any other positions with the Company or its subsidiaries; and (iii) had not been connected and had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of the Company.

(3) **Mr. Ou Qiyuan (區啓源)**, aged 49, was appointed as an independent non-executive Director of the Company, a member of each of the audit committee, nomination committee, remuneration committee and compliance committee of the Company on 1 October 2022. Mr. Ou has been re-designated as the chairman of remuneration committee of the Company with effect from 28 February 2025. Mr. Ou graduated from South China University of Technology, specializing in business administration, in 2013. Mr. Ou has been serving as the managing director of 江門市國旅國際旅行社有限公司(Jiangmen International Travel Service Co., Ltd.*) since May 2007. Mr. Ou is also the sole shareholder of this company. Mr. Ou has over 14 years of operations and management experience in tourism business and corporate development.

Mr. Ou has signed a letter of appointment with the Company with effect from 1 October 2022 subject to retirement by rotation and re-election at annual general meetings of our Company and until terminated by not less than three months' notice in writing served by either the Company or the relevant Director. Mr. Ou is entitled to a Director's fee of HK$120,000 per annum which is determined with reference to the Director's duties and responsibilities in the Company and the remuneration for directors of comparable listed companies. For the year ended 31 December 2024, Mr. Ou received his Director's fee of HK$120,000 in his capacity as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Ou did not have any interest in the Shares with in the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Ou (i) had not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date; (ii) had not held any other positions with the Company or its subsidiaries; and (iii) had not been connected and had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of the Company.

GENERAL

None of the above retiring Directors have any other information which is required to be disclosed under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

HUAJIN INTERNATIONAL HOLDINGS LIMITED
華津國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2738)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Huajin International Holdings Limited (the "**Company**") will be held at Unit 4, 20/F, New Trend Centre, 704 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong on Monday, 30 June 2025 at 2:30 p.m. to consider and, if thought fit, transact the following ordinary businesses:

1. To consider and adopt the audited consolidated financial statements, the reports of the directors (the "**Directors**") and the independent auditor of the Company for the year ended 31 December 2024.

2. (a) To re-elect Mr. Chan Oi Fat as an independent non-executive Director;

   (b) To re-elect Ms. Yip Nga Ting Cerin as an independent non-executive Director;

   (c) To re-elect Mr. Ou Qiyuan as an independent non-executive Director; and

   (d) To authorise the the board of the Directors (the "**Board**") to fix the respective Directors' remuneration.

3. To re-appoint Deloitte Touche Tohmatsu as the Company's auditor and authorize the Board to fix the remuneration of the auditor.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. "**THAT**:

   (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share of the Company (the "**Shares**") and securities convertible into such Shares or warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and

options (including but not limited to bonds, warrants, debentures, notes convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted from time to time by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the "**Articles of Association**") of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed:

(i) 20 percent of the total number of issued Shares on the date of the passing of this resolution; and

(ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 percent of the number of issued Shares on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly.

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the date of 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 the Articles of Association or any applicable law of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares or offer or issue of options, warrants or other securities giving the rights to subscribe for Shares open for a period fixed by the Board to holders of Shares whose names appear on the Company's register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong, or the expense or delay that may be incurred in the determination of any such restrictions or obligations)."

5. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase Shares on the Stock Exchange, or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Future Commission of Hong Kong ("**SFC**") and the Stock Exchange for this purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be purchased by the Company pursuant to the authority granted pursuant to paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be purchased by the Company pursuant to the authority granted pursuant to paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares adjusted accordingly; and

(c) for the purpose of this resolution, "**Relevant Period**" means the period from the date of 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 the Articles of Association or any applicable law of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

6. "**THAT** conditional on the passing of resolutions set out in the notice convening this meeting as resolutions numbered 4 and 5, the general mandate granted to the Directors pursuant to the approval granted under the resolution set out in the notice convening this meeting as resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate an amount representing the aggregate nominal amount of the share capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to repurchase such Shares pursuant to or in accordance with the authority granted under the resolution set out in the notice convening this meeting as resolution numbered 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution."

By Order of the Board
HUAJIN INTERNATIONAL HOLDINGS LIMITED
Xu Songqing
Chairman

Hong Kong, 6 June 2025

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1–1111, Cayman Islands

Principal place of business in Hong Kong:
Unit 4, 20/F, New Trend Centre
704 Prince Edward Road East
San Po Kong, Kowloon
Hong Kong

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more Shares, one or more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.

2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto in the meeting, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. 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 notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, at least 48 hours before the time appointed for holding the above meeting or any adjournment thereof.

4. The register of members of the Company will be closed from Wednesday, 25 June 2025 to Monday, 30 June 2025 (both days inclusive), during which period no transfer of Shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on Tuesday, 24 June 2025 for registration.

5. In relation to proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules.

6. In relation to proposed resolution numbered 5 above, the Directors of the Company wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of the Company dated 6 June 2025.

7. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the above meeting convened (or any adjournment thereof) and in such event, the instrument appointing a proxy shall be deemed to be revoked.

8. In the event that a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above or extreme conditions caused by super typhoon is hoisted or remains hoisted in Hong Kong at any time after 11:30 a.m. on the date of the annual general meeting, the annual general meeting will be rescheduled until further notice.

   Further announcement notifying shareholders of details (including the date, time and venue) of the rescheduled meeting will be posted on the websites of the Stock Exchange and the Company.

   If a black rainstorm warning signal or tropical cyclone warning signal number 8 or above or extreme conditions caused by super typhoon is cancelled at or before 11:30 a.m. on the date of the annual general meeting, and where conditions permit, the annual general meeting will be held as scheduled.