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

If you have sold or transferred all your shares in Hong Kong Johnson Holdings Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Hong Kong Johnson Holdings Co., Ltd.
香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1955)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Hong Kong Johnson Holdings Co., Ltd. to be held at 6/F., China Aerospace Centre, No. 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 3 September 2020 at 11:30 a.m. is set out on pages 34 to 38 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:30 a.m. on Tuesday, 1 September 2020 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.johnsonholdings.com>).

References to time and dates in this circular are to Hong Kong time and dates.

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

23 July 2020

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (1) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (2) Every attendee may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the AGM (“recent travel history”); (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the AGM venue or be required to promptly leave the AGM venue;
- (3) The Company requires attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats; and
- (4) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 6/F., China Aerospace Centre, No. 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 3 September 2020 at 11:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 34 to 38 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Canvest China”	Canvest Environmental (China) Company Limited (粵豐環保(中國)有限公司), a company incorporated in the British Virgin Islands, a direct wholly-owned subsidiary of Yi Feng which in turn is wholly-owned by Canvest Environmental, and one of the controlling shareholders of the Company
“Canvest Environmental”	Canvest Environmental Protection Group Company Limited (粵豐環保電力有限公司) (stock code: 1381), an exempted company with limited liability incorporated under the laws of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange, and one of the controlling shareholders of the Company
“Company”	Hong Kong Johnson Holdings Co., Ltd. (香港莊臣控股有限公司) (stock code: 1955), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 9 July 2018, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“HJ Capital (International)”	HJ Capital (International) Holdings Company Limited (華金國際資本控股有限公司*) (stock code: 982), a company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange and are indirectly owned as to 36.88% by Zhuhai Huafa through Huajin Investment Company Limited and is one of the controlling shareholders of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Huafa”	Hong Kong Huafa Investment Holdings Limited (香港華發投資控股有限公司), a company incorporated in Hong Kong with limited liability, a direct wholly-owned subsidiary of Zhuhai Huafa and one of the controlling shareholders of the Company
“Group”	the Company and its subsidiaries from time to time
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	16 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	16 October 2019, being the date on which the Shares first becoming listed on Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum”	the amended and restated memorandum of association of the Company currently in force
“Nomination Committee”	the nomination committee of the Board
“PRC”	People’s Republic of China, except where the context requires otherwise and only for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of the Company of HK\$0.01 each in the issued capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“Yi Feng”	Yi Feng Development Limited (億豐發展有限公司), a British Virgin Islands business company incorporated in the British Virgin Islands, a direct wholly-owned subsidiary of Canvest Environmental, and one of controlling shareholders of the Company
“Zhuhai Huafa”	Zhuhai Huafa Group Company Limited* (珠海華發集團有限公司), a state-owned company established in the PRC, and one of the controlling shareholders of the Company

* *for identification purpose only*

LETTER FROM THE BOARD



Hong Kong Johnson Holdings Co., Ltd.
香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1955)

Executive Directors:

Mr. CHEUNG Kam Chiu (*Co-chief executive officer*)
Mr. SZETO Wing Tak (*Co-chief executive officer*)

Non-executive Directors:

Ms. XU Jili (*Chairman*)
Ms. LI Yanmei
Mr. XIE Hui
Mr. YE Ning
Ms. LEE Wing Yee Loretta
Ms. WONG Ling Fong Lisa
Mr. ZHOU Wenjie

Independent Non-executive Directors:

Mr. FAN Chiu Tat Martin
Dr. GUAN Yuyan
Mr. HONG Kam Le
Mr. LEUNG Siu Hong
Ms. RU Tingting

Registered Office:

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Principal Place of Business

in Hong Kong:
11/F China Aerospace Centre
No.143 Hoi Bun Road
Kwun Tong
Kowloon, Hong Kong

23 July 2020

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 109(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Article 113 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director, provided that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Articles 109(a) and 113 of Articles of Association, Mr. CHEUNG Kam Chiu, Mr. SZETO Wing Tak, Ms. XU Jili, Ms. LI Yanmei, Mr. XIE Hui, Mr. YE Ning, Ms. LEE Wing Yee Loretta, Ms. WONG Ling Fong Lisa, Mr. ZHOU Wenjie, Mr. FAN Chiu Tat Martin, Dr. GUAN Yuyan, Mr. HONG Kam Le, Mr. LEUNG Siu Hong and Ms. RU Tingting shall retire from office and, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. Ms. RU Tingting, Dr. GUAN Yuyan and Mr. HONG Kam Le have abstained from their own respective nomination when it was being considered. The Nomination Committee has recommended to the Board on re-election of all the Directors who offer themselves for re-election. The Board, having considered the recommendation of the Nomination Committee, considers that the retiring executive Directors and non-executive Directors will continue to contribute to the Board with their deep understanding of the business of the Group, diversity of skills and perspective and their devotion to the Board, while the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

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

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 50,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 100,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate contained in item 6 of the notice of Annual General Meeting will also be proposed at the Annual General Meeting. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 34 to 38 of this circular.

Pursuant to the Listing Rules and Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.johnsonholdings.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre,

LETTER FROM THE BOARD

183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:30 a.m. on Tuesday, 1 September 2020 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude the Shareholder from attending and voting at the Annual General Meeting if so wish.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. 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,
For and on behalf of the Board
Hong Kong Johnson Holdings Co., Ltd.
XU Jili
Chairman

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. CHEUNG Kam Chiu

Position and Experience

Mr. CHEUNG Kam Chiu (“Mr. Cheung”), aged 65, is the Co-chief executive officer and one of the founders of the Group and was appointed as a Director on 9 July 2018. He was re-designated as an executive Director on 24 January 2019. Mr. Cheung has over 40 years of experience in the environmental hygiene service industry. He co-founded Johnson Cleaning Service Co. in 1979 and has been a director and a joint executive director of Johnson Cleaning Services Company Limited (an indirect wholly-owned subsidiary of the Company) since May 1989 and a director of certain subsidiaries of the Company. He has also been a director of Johnson Investment Holding Co., Ltd. (a direct wholly-owned subsidiary of the Company) since its incorporation on 10 August 2018. Mr. Cheung is responsible for the overall day-to-day management, strategic planning and business development of the Group. Mr. Cheung together with Mr. SZETO Wing Tak and other members of the senior management have been responsible for the overall management and day-to-day operation of the Company. As Co-chief executive officer of the Group, Mr. Cheung was responsible for reporting to the Board of the Company from time to time the business operations, financial performance and business plan of the Company. Mr. Cheung was also responsible for supervising the day-to-day operations delegated to the senior management such as contract bidding, performance and management of business contracts, management of lower-rank staff and handling suppliers and customers. He completed his secondary education in Hong Kong.

Mr. Cheung was a director of the following company incorporated in Hong Kong, which was deregistered⁽¹⁾ with details as follows:

<u>Name of Company</u>	<u>Principal business activity immediately before dissolution</u>	<u>Date of dissolution</u>
Sino Wealthy Engineering Limited (裕華工程有限公司)	Vehicle fleet management	20 April 2018

Mr. Cheung confirmed that (i) the above company was solvent immediately prior to dissolution, (ii) he is not aware of any actual or potential claim which has been or could potentially be made against him as a result of the dissolution of this company, and (iii) there was no wrongful act on his part leading to the dissolution of the company for which he acted as director.

Saved as disclosed above, Mr. Cheung did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Cheung has entered into a service contract with the Company which will expire the earlier of (i) the date being two years from the Listing Date or (ii) 13 August 2021 (i.e. two years from the expiry date of service contracts currently in force with Mr. Cheung) (subject to termination in certain circumstances as stipulated in the relevant service contract). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Cheung is entitled to an annual salary of approximately HK\$3,380,000 per annum (excluding any discretionary or performance bonus) and a performance bonus in respect of each of the Company's financial year ended 31 March 2020 and the Company's financial year ending 31 March 2021 during the term of his employment calculated by reference to the financial performance of the Group. If the profit before tax of the Company audited by the Company's auditors of the relevant financial year as shown in the financial results of the Company (excluding any profit or loss generated by activities outside the ordinary and usual course of its business) (the "Relevant Profit") is HK\$10 million or more, Mr. Cheung will be entitled to bonuses ranging from 6% to 10% of the Relevant Profit on a progressive scale.

Relationships

Saved as disclosed above, Mr. Cheung does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Cheung does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Cheung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Cheung that need to be brought to the attention of the Shareholders.

(2) Mr. SZETO Wing Tak

Position and Experience

Mr. SZETO Wing Tak ("Mr. Szeto"), aged 64, is the Co-chief executive officer and one of the founders of the Group and was appointed as a Director on 9 July 2018. He was re-designated as an executive Director on 24 January 2019. Mr. Szeto has over 40 years of experience in the environmental hygiene service industry. He co-founded Johnson Cleaning

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
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Service Co. in 1979 and has been a director and a joint executive director of Johnson Cleaning Services Company Limited since May 1989 and a director of certain subsidiaries of the Company. He has also been a director of Johnson Investment Holding Co., Ltd. since its incorporation on 10 August 2018. Mr. Szeto is responsible for the overall day-to-day management, strategic planning and business development of the Group. Mr. Szeto together with Mr. Cheung and other members of the senior management have been responsible for the overall management and day-to-day operation of the Company. As Co-chief executive officer of the Group, Mr. Szeto was responsible for reporting to the Board of the Company from time to time the business operations, financial performance and business plan of the Company. Mr. Szeto was also responsible for supervising the day-to-day operations delegated to the senior management such as contract bidding, performance and management of business contracts, management of lower-rank staff and handling suppliers and customers. He completed his secondary education in Hong Kong.

Mr. Szeto was a director of the following company incorporated in Hong Kong, which was deregistered⁽¹⁾ with details as follows:

<u>Name of Company</u>	Principal business activity immediately before dissolution	<u>Date of dissolution</u>
Sino Wealthy Engineering Limited (裕華工程有限公司)	Vehicle fleet management	20 April 2018

Mr. Szeto confirmed that (i) the above company was solvent immediately prior to dissolution, (ii) he is not aware of any actual or potential claim which has been or could potentially be made against him as a result of the dissolution of this company, and (iii) there was no wrongful act on his part leading to the dissolution of the company for which he acted as director.

Saved as disclosed above, Mr. Szeto did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Szeto has entered into a service contract with the Company which will expire the earlier of (i) the date being two years from the Listing Date or (ii) 13 August 2021 (i.e. two years from the expiry date of service contracts currently in force with Mr. Szeto) (subject to termination in certain circumstances as stipulated in the relevant service contract). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Szeto is entitled to an annual salary of approximately HK\$3,380,000 per annum (excluding any discretionary or performance bonus) and a performance bonus in respect of each of the Company's financial year ended 31 March 2020 and the Company's financial year ending 31

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
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March 2021 during the term of his employment calculated by reference to the financial performance of the Group. If the profit before tax of the Company audited by the Company's auditors of the relevant financial year as shown in the financial results of the Company (excluding any profit or loss generated by activities outside the ordinary and usual course of its business) (the "Relevant Profit") is HK\$10 million or more, Mr. Szeto will be entitled to bonuses ranging from 6% to 10% of the Relevant Profit on a progressive scale.

Relationships

Saved as disclosed above, Mr. Szeto does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Szeto does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Szeto involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Szeto that need to be brought to the attention of the Shareholders.

(3) Ms. XU Jili

Position and Experience

Ms. XU Jili ("Ms. Xu"), aged 48, was appointed as a Director on 9 July 2018 and re-designated as a non-executive Director and the Chairman of the Company on 24 January 2019. Ms. Xu has been a director of Johnson Cleaning Services Company Limited since 18 April 2017 and a director of Johnson Investment Holding Co., Ltd. since its incorporation on 10 August 2018.

Ms. Xu has over 13 years of experience in business management. Ms. Xu has been a chief financing officer of Zhuhai Huafa (珠海華發集團有限公司) since March 2018, a general manager and director of Zhuhai Huafa Multi-Business Development Co., Ltd. (珠海華發綜合發展有限公司) since September 2016, a director of Huafa Industrial Co., Ltd. Zhuhai (珠海華發實業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600325), since March 2016. Since April 2015 and March 2020, Ms. Xu has been a director and executive vice president of Zhuhai Huafa Investment Holdings Company Limited (珠海華發投資控股有限公司) (formerly known as Zhuhai Financial Investment Holdings Group Co., Ltd. (珠海金融投資控股集團有限公司)) ("Huafa Investment

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
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Holdings”), respectively. From January 2017 to March 2020, she was the deputy general manager of Huafa Investment Holdings. Ms. Xu is also the chairman of the board of directors of Zhuhai Huafa Trade Holdings Limited (珠海華發商貿控股有限公司) and of Zhuhai Huafa Group Finance Co., Ltd. (珠海華發集團財務有限公司) since March 2015. She was the vice president of the Industrial Bank Co., Ltd., Zhuhai branch from May 2011 to April 2013 where she was mainly responsible for overseeing financial markets and risk management. Prior to that, Ms. Xu was the vice president of Agricultural Bank of China, Zhuhai branch from May 2006 to April 2011, where she was mainly responsible for business management, credit risk management and asset disposal.

Ms. Xu obtained a Bachelor of Economics from Nankai University in the PRC in July 1993. She also obtained a Master’s degree in Management from the South China Agricultural University in the PRC in June 2006.

Ms. Xu was the chairman and the legal representative of the following company established in the PRC which was liquidated and cancelled⁽²⁾ with details as follows:

<u>Name of Company</u>	<u>Principal business activity immediately before dissolution</u>	<u>Date of dissolution</u>
Zhuhai Huafa Zhonglian Construction Machinery and Equipment Leasing Co. Ltd (珠海華發中聯工程機械設備租賃有限公司)	Never commenced business	6 September 2018

Ms. Xu confirmed that (i) the above company was solvent immediately prior to dissolution, (ii) she is not aware of any actual or potential claim which has been or could potentially be made against her as a result of the dissolution of this company, and (iii) there was no wrongful act on her part leading to the dissolution of the company for which she acted as chairman and legal representative.

Saved as disclosed above, Ms. Xu did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Ms. Xu has entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service contract). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Ms. Xu is entitled to the annual remuneration of HK1.00.

Relationships

Saved as disclosed above, Ms. Xu does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Xu does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Ms. Xu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Xu that need to be brought to the attention of the Shareholders.

(4) Ms. LI Yanmei

Position and Experience

Ms. LI Yanmei, aged 48, was appointed as a Director on 9 July 2018 and re-designated as a non-executive Director on 24 January 2019. Ms. LI Yanmei has been a director of Johnson Cleaning Services Company Limited since 25 September 2015 and a director of Johnson Investment Holding Co., Ltd. since its incorporation on 10 August 2018.

Ms. LI Yanmei has been the chairman of the board and general manager of Hong Kong Huafa (香港華發投資控股有限公司), a wholly-owned subsidiary of Zhuhai Huafa, since September 2014, where she was responsible for overall management and day-to-day operations. Ms. LI Yanmei also worked for HJ Capital (International) (華金國際資本控股有限公司), a controlling shareholder of the Company, as a joint company secretary from July 2014 to July 2017 and served as its sole company secretary from July 2017 to June 2019, responsible for general company secretarial affairs. Prior to joining Zhuhai Huafa, Ms. LI Yanmei served at PICC Property and Casualty Company Limited (中國人民財產保險股份有限公司) (“PICC”) from July 1992 to July 2013, where she was eventually promoted to the officer-in-charge of the bank insurance department of the Guangdong branch of PICC, where she was responsible for banking insurance business development planning for Guangdong province.

Ms. LI Yanmei obtained a Bachelor of Science from Sun Yat-sen University in the PRC in July 1992, completed a postgraduate certificate in political economic science (政治經濟學) from the Guangdong Academy of Social Sciences in the PRC in August 2000, and obtained a Master of Business Administration from the Macau University of Science and Technology in Macau in August 2007. In October 1996, she obtained a certificate issued by Ministry of Personnel of the People’s Republic of China for her professional qualification of intermediate level in economics of insurance.

Saved as disclosed above, Ms. LI Yanmei did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Ms. LI Yanmei has entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service contract). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Ms. LI Yanmei is entitled to the annual remuneration of HK1.00.

Relationships

Saved as disclosed above, Ms. LI Yanmei does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. LI Yanmei does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Ms. LI Yanmei involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. LI Yanmei that need to be brought to the attention of the Shareholders.

(5) Mr. XIE Hui

Position and Experience

Mr. XIE Hui (“Mr. Xie”), aged 39, was appointed as a Director on 9 July 2018 and re-designated as a non-executive Director on 24 January 2019. Mr. Xie has been a director of Johnson Cleaning Services Company Limited since 25 September 2015, and a director of Johnson Investment Holding Co., Ltd. since its incorporation on 10 August 2018.

Mr. Xie has been the Chief Strategic Operating Officer of Zhuhai Huafa since April 2020, and served as the board secretary of Zhuhai Huafa from July 2017 to April 2020. He has served as the strategy director of Huafa Investment Holdings from July 2017 to March 2020, where he is responsible for strategic planning, and a director of Zhuhai Property Exchange Centre Company Limited (珠海產權交易中心有限責任公司) from September 2016 to May 2018, where he was responsible for executing and authorizing the execution of contracts and other material documents on behalf of the company. From July 2015 to July 2017, he served as the board secretary of Zhuhai Financial Investment Holdings Group

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Company Limited (珠海金融投資控股集團有限公司). From August 2012 to May 2018, he served as the general manager of the strategic innovation department of Zhuhai Financial Investment Holdings Group Company Limited. From April 2010 to August 2012, Mr. Xie served as project manager in the development planning department of Zhuhai Kyushu Travel Group Company Limited (珠海九洲旅遊集團有限公司), where he was mainly responsible for industry research and investment project analysis.

Mr. Xie graduated from the University of Science and Technology of China in the PRC with a Bachelor of Management in July 2003, and obtained a Master's degree in Financial Markets and Intermediaries from the Université Toulouse 1 Sciences Sociales in France in November 2009. Mr. Xie also obtained a professional qualification of intermediate level in finance issued by the Guangdong Provincial Human Resources and Social Security Department in February 2012.

Saved as disclosed above, Mr. Xie did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Xie has entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service contract). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Xie is entitled to the annual remuneration of HK1.00.

Relationships

Saved as disclosed above, Mr. Xie does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Xie does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Xie involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Xie that need to be brought to the attention of the Shareholders.

(6) **Mr. YE Ning**

Position and Experience

Mr. YE Ning (“Mr. Ye”), aged 40, was appointed as a Director on 9 July 2018 and re-designated as a non-executive Director on 24 January 2019. Mr. Ye has been a director of Johnson Cleaning Services Company Limited since 25 September 2015, and a director of Johnson Investment Holding Co., Ltd. since its incorporation on 10 August 2018.

He serves as a vice chairman of the board and president of Huajin Asset Management (Shenzhen) Co., Ltd (華金資產管理(深圳)有限公司) since April 2019, and serves as the vice president of Huafa Investment Holdings since March 2020. He was appointed as an assistant to the general manager of Huafa Investment Holdings from October 2012 to March 2020. He has served as a director of Zhuhai Huajin Innovative Investment Co., Ltd. (珠海華金創新投資有限公司) and the chairman of the board of directors of Zhuhai Huajin Asset Management Co., Ltd. (珠海華金資產管理有限公司) from February 2016 to July 2019. From February 2016 to January 2018, Mr. Ye was the general manager of Zhuhai Huajin Asset Management Co., Ltd. (珠海華金資產管理有限公司). From August 2015 to December 2017, Mr. Ye was appointed as a director of Zhuhai Huajin Capital Co. Ltd. (珠海華金資本股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000532). Mr. Ye served in Industrial and Commercial Bank of China, Zhuhai branch as a deputy general manager of the business operation department from July 2007 to October 2010, where he was responsible for marketing the corporate finance business, client management and service management, developing the corporate syndicated loan, trustee and other businesses, and providing one-stop service and solutions to clients.

Mr. Ye graduated from Heilongjiang University in the PRC with a Bachelor of Economics in July 2002. He also obtained the qualification in dealings of securities and investment funds from the China Securities Investment Fund Industry Association in August 2018.

Saved as disclosed above, Mr. Ye did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Ye has entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service contract). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Ye is entitled to the annual remuneration of HK1.00.

Relationships

Saved as disclosed above, Mr. Ye does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Ye does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Ye involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Ye that need to be brought to the attention of the Shareholders.

(7) Ms. LEE Wing Yee Loretta

Position and Experience

Ms. LEE Wing Yee Loretta, aged 45, was appointed as a Director on 9 July 2018 and was re-designated as a non-executive Director on 24 January 2019. Ms. LEE Wing Yee Loretta has been a director of Johnson Cleaning Services Company Limited since 26 March 2018 and a director of Johnson Investment Holding Co., Ltd. since its incorporation on 10 August 2018.

Ms. LEE Wing Yee Loretta has served as a director of Canvest Environmental, a controlling shareholder of the Company and a company listed on the Main Board of the Stock Exchange since 28 January 2014 and was re-designated as an executive director and chairlady of the board of directors on 24 September 2014. She is mainly responsible for formulating overall strategies and making major corporate and operational decisions of the group companies of Canvest Environmental. Ms. LEE Wing Yee Loretta also served as an officer of the finance and human resource department of Dongguan Sanyang Industrial Development Co., Ltd (東莞市三陽實業發展有限公司) (formerly known as Dongguan Sanyang Industrial Development Corporation (東莞市三陽實業發展公司)) from September 1997 to September 2012 and the last position she held was manager of the finance and human resource department. Dongguan Sanyang Industrial Development Co., Ltd is principally engaged in the trading of heavy oil. Ms. LEE Wing Yee Loretta is a director of each of Canvest China, Best Approach Developments Limited, Yi Feng, Century Rise Development Limited and Harvest Vista Company Limited, each of which a controlling shareholder of the Company.

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Ms. LEE Wing Yee Loretta obtained a higher diploma in public administration and management from the City University of Hong Kong in November 1997.

Saved as disclosed above, Ms. LEE Wing Yee Loretta did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Ms. LEE Wing Yee Loretta has entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service contract). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Ms. LEE Wing Yee Loretta is entitled to the annual remuneration of HK1.00.

Relationships

Saved as disclosed above, Ms. LEE Wing Yee Loretta does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. LEE Wing Yee Loretta was interested in 153,750,000 Shares of the Company pursuant to Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Ms. LEE Wing Yee Loretta involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. LEE Wing Yee Loretta that need to be brought to the attention of the Shareholders.

(8) Ms. WONG Ling Fong Lisa

Position and Experience

Ms. WONG Ling Fong Lisa (“Ms. Wong”), aged 46, was appointed as a Director on 9 July 2018 and re-designated as a non-executive Director on 24 January 2019. Ms. Wong has been a director of Johnson Cleaning Services Company Limited since 26 March 2018 and a director of Johnson Investment Holding Co., Ltd. since its incorporation on 10 August 2018.

Ms. Wong joined Canvest Environmental on 10 June 2013 as the chief financial officer, and has served as its company secretary since 24 September 2014. She is primarily

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responsible for the financial management of the group. Ms. Wong was in charge of the investment department of Ng's International Investment Co. Ltd. from March 2009 to January 2012, with her last position being chief operation officer in the investment department. She was the financial controller responsible for financial planning and daily management of accounts department of Wah Yuet (Ng's) Group Holdings Limited from February 2005 to March 2009. Prior to that, she worked at KPMG from September 1998 to January 2004 and her last position held was manager.

Ms. Wong is a member of the Hong Kong Institute of Certified Public Accountants. She obtained a Bachelor of Arts in Accountancy from the Hong Kong Polytechnic University in November 1998.

Saved as disclosed above, Ms. Wong did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Ms. Wong has entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service contract). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Ms. Wong is entitled to the annual remuneration of HK1.00.

Relationships

Saved as disclosed above, Ms. Wong does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Wong does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Ms. Wong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Wong that need to be brought to the attention of the Shareholders.

(9) Mr. ZHOU Wenjie

Position and Experience

Mr. ZHOU Wenjie (“Mr. Zhou”), aged 40, was appointed as a Director on 9 July 2018 and re-designated as a non-executive Director on 24 January 2019. Mr. Zhou has been a director of Johnson Cleaning Services Company Limited since 7 May 2018. Mr. Zhou has also been a director of Johnson Investment Holding Co., Ltd. since its incorporation on 10 August 2018.

Mr. Zhou joined Canvest Yuezhan Environmental Investment (Guangdong) Company Limited (粵豐粵展環保投資(廣東)有限公司) (formerly known as Yuezhan Environmental Investment (Guangdong) Company Limited (粵展環保投資(廣東)有限公司)), an investment holding company and an indirect wholly-owned subsidiary of Canvest Environmental, as deputy general manager in April 2018, where he is responsible for business development and day-to-day management. Mr. Zhou also served as the deputy general manager of the administrative department in Dongguan Water Investment Group Co. Ltd. (東莞市水務投資集團有限公司), a company primarily engaged in water-services related project investment, from November 2016 to March 2017, and served as the deputy general manager of the administrative department and director of the communist party group (黨群辦主任) from April 2017 to October 2017. He was then promoted to the general manager of the administrative department from November 2017 to March 2018. During his course of employment, he was mainly responsible for group strategic management and administrative management. Mr. Zhou worked as an officer in the general office of Dongguan Water Authority (東莞市水務局辦公室), water service administration department of Dongguan City, from August 2013 to October 2014, and was promoted to deputy office director from November 2014 to November 2016, mainly responsible for daily operations, secretarial, administrative, and external publicity work. He also worked as an officer in Economic Crime Investigation Division of the Dongguan Public Security Bureau from August 2002 to July 2013, mainly responsible for carrying out investigations in relation to major economic crimes.

Mr. Zhou obtained a Bachelor of Laws from the Criminal Investigation Police University of China in the PRC in July 2002.

Saved as disclosed above, Mr. Zhou did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Zhou has entered into a letter of appointment with the Company for a term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service contract). The appointment is subject to the provisions of

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the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Zhou is entitled to the annual remuneration of HK1.00.

Relationships

Saved as disclosed above, Mr. Zhou does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Zhou does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Zhou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders.

(10) Mr. FAN Chiu Tat Martin

Position and Experience

Mr. FAN Chiu Tat Martin (“Mr. Fan”), aged 53, was appointed as an independent non-executive Director on 3 September 2019, mainly responsible for providing independent advice to the Group. He is also the chairman of the Audit Committee.

Mr. Fan joined Luks Group (Vietnam Holdings) Co. Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 366) in August 1991 and currently serves as executive director, company secretary and financial controller of the company. He obtained a Bachelor of Social Sciences from the University of Hong Kong in December 1989.

Mr. Fan became a fellow member of the Association of Chartered Certified Accountants in April 1998 and an associate member of the Hong Kong Institute of Certified Public Accountants in February 1994.

Saved as disclosed above, Mr. Fan did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

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Length of service and emoluments

Mr. Fan has been appointed for an initial term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Fan is entitled to an aggregate director's fee of HK\$120,000 per annum. Save for directors' fee, none of the independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

Relationships

Saved as disclosed above, Mr. Fan does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Fan does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Fan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Fan that need to be brought to the attention of the Shareholders.

(11) Dr. GUAN Yuyan

Position and Experience

Dr. GUAN Yuyan ("Dr. Guan"), aged 45, was appointed as an independent non-executive Director on 3 September 2019, mainly responsible for providing independent advice to the Group. She is also a member of the Nomination Committee and the Remuneration Committee.

Dr. Guan joined the City University of Hong Kong as an academic visitor in August 2006. She was then promoted to an assistant professor in October 2006 and has served as associate professor since July 2015.

Dr. Guan obtained a Bachelor of Economics from Xiamen University in the PRC in July 1996. She then obtained a Master in Business Administration from the University of Miami in the United States in May 1999, and further obtained a Doctor of Philosophy in Accounting from the University of Toronto in Canada in November 2006.

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Dr. Guan became a member of CPA Australia in 2016.

Saved as disclosed above, Dr. Guan did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Dr. Guan has been appointed for an initial term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Dr. Guan is entitled to an aggregate director's fee of HK\$120,000 per annum. Save for directors' fee, none of the independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

Relationships

Saved as disclosed above, Dr. Guan does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Dr. Guan does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Dr. Guan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr. Guan that need to be brought to the attention of the Shareholders.

(12) Mr. HONG Kam Le (康錦里)

Position and Experience

Mr. HONG Kam Le (康錦里) ("Mr. Hong"), aged 41, was appointed as an independent non-executive Director of the Company on 3 September 2019, mainly responsible for providing independent advice to the Group. He is also as member of the Nomination Committee.

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Mr. Hong was admitted as a solicitor in Hong Kong in September 2007 and has more than 11 years' experience in the legal industry. Mr. Hong is a partner of Chung's Lawyers since November 2018. He previously served as an associate of Li & Partners from June 2010 to February 2016 and as a partner of the same firm from February 2016 to October 2018.

Mr. Hong obtained a Bachelor of Commerce and a Bachelor of Laws from the University of Sydney in June 2003 and May 2004, respectively and a postgraduate certificate in laws from the University of Hong Kong in June 2005.

Mr. Hong has served as the company secretary and authorised representative of Shengli Oil & Gas Pipe Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1080) since December 2013, and as the joint company secretaries of Juijiang Construction Group Co., Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 1459) since September 2015 to July 2020.

Saved as disclosed above, Mr. Hong did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Hong has been appointed for an initial term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Hong is entitled to an aggregate director's fee of HK\$120,000 per annum. Save for directors' fee, none of the independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

Relationships

Saved as disclosed above, Mr. Hong does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Hong does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

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Save for the information disclosed above, there is no information which is discloseable nor is Mr. Hong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Hong that need to be brought to the attention of the Shareholders.

(13) Mr. LEUNG Siu Hong

Position and Experience

Mr. LEUNG Siu Hong (“Mr. Leung”), aged 44, was appointed as an independent non-executive Director on 3 September 2019, mainly responsible for providing independent advice to the Group. He is also the chairman of the Remuneration Committee and a member of the Audit Committee.

Mr. Leung has over 22 years of experience in the areas of accounting, auditing and company secretarial work. Mr. Leung has served as the financial controller and company secretary of China Starch Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 3838) since February 2008. From March 2006 to January 2008, Mr. Leung worked as the financial controller, company secretary and qualified accountant of Ta Yang Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1991). From September 2004 to January 2006, he worked for Master Bridge Enterprises Limited as the Chief Accountant. From June 2002 to July 2004, Mr. Leung was an associate director of BMI Consultants Limited. From December 2000 to June 2002, Mr. Leung worked for PricewaterhouseCoopers as a senior associate. From February 1999 to September 2000, he worked for Dennis Wong & Co. as a staff accountant. Mr. Leung worked for Deloitte Touche Tohmatsu from November 1997 to June 1998 as a staff accountant.

Mr. Leung obtained a designated degree of Master of Arts in Accountancy from the University of Aberdeen in Scotland, the United Kingdom in October 1997. He also obtained a Master of Corporate Governance from the Hong Kong Polytechnic University in October 2011 and a Master of Science in Financial Analysis from The Hong Kong University of Science and Technology in June 2014. Mr. Leung is a fellow member of the Hong Kong Institute of Certified Public Accountants since February 2010 and Association of Chartered Certified Accountants since May 2007. Mr. Leung is also a fellow member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries since July 2013.

Mr. Leung was an independent non-executive directors of (i) China Partytime Culture Holdings Limited (中國派對文化控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1532) from 7 August 2015 to 14 June 2019, (ii) Legend Strategy International Holdings Group Company Limited (枋濬國際集團控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1355) from 25 June 2015 to 9

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March 2017, (iii) Sanroc International Holdings Limited (善樂國際控股有限公司) (now known as Zhaobangji Properties Holdings Limited (兆邦基地產控股有限公司)), a company listed on the Main Board of the Stock Exchange (stock code: 1660) from 20 January 2017 to 11 April 2018 and (iv) Sun Car Insurance Agency Co., Ltd. (盛世大聯保險代理股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 831566), from 25 October 2018 to 18 May 2020, respectively. Mr. Leung is also an independent non-executive director of A. Plus Group Holdings Limited (優越集團控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code:1841) since 23 March 2016.

Saved as disclosed above, Mr. Leung did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Leung has been appointed for an initial term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is are subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Leung is entitled to an aggregate director's fee of HK\$120,000 per annum. Save for directors' fee, none of the independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

Relationships

Saved as disclosed above, Mr. Leung does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Leung does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders.

(14) Ms. RU Tingting

Position and Experience

Ms. RU Tingting (“Ms. Ru”), aged 45, was appointed as an independent non-executive Director on 3 September 2019, mainly responsible for providing independent advice to the Group. She is the chairwoman of the Nomination Committee and is also a member of the Audit Committee and the Remuneration Committee.

From February 2002 to August 2018, Ms. Ru worked in the China Securities Regulatory Commission, first as the deputy director then as the director of the Department of Listed Company Supervision. Ms. Ru has been a managing partner of Beijing Yongxing Law Firm since September 2018.

Ms. Ru obtained a Bachelor of Laws from China University of Political Science and Law in July 1995 and a Master of Laws from Renmin University of China in June 2001.

Saved as disclosed above, Ms. Ru did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Ms. Ru has been appointed for an initial term of two years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors and removal and retirement by rotation of Directors. Ms. Ru is entitled to an aggregate director’s fee of HK\$120,000 per annum. Save for directors’ fee, none of the independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

Relationships

Saved as disclosed above, Ms. Ru does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Ru does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is discloseable nor is Ms. Ru involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Ru that need to be brought to the attention of the Shareholders.

Notes:

- (1) Under section 751 of the Companies Ordinance (Cap. 622), deregistration refers to the process whereby a private company or a director or a member of a private company incorporated under the Companies Ordinance (Cap. 622) which has ceased its operation and is not insolvent applies to the Registrar of Companies in Hong Kong of Hong Kong for deregistration. Such application can only be made if (a) all members of the company agree to the deregistration; (b) the company has not commenced operation or business, or has not been in operation or carried on business during the 3 months immediately before the application; (c) the company has no outstanding liabilities; (d) the company is not a party to any legal proceedings; (e) the company's assets do not consist of any immovable property situate in Hong Kong; and (f) if the company is a holding company, none of its subsidiary's assets consist of any immovable property situate in Hong Kong.
- (2) In accordance with Article 188 of the Company Law of the People's Republic of China (中華人民共和國公司法), upon completion of the liquidation of a company, the liquidation team shall prepare a liquidation report and submit it to the shareholders' meeting. The report shall be confirmed by the shareholders' general meeting or the people's court, before being delivered to company registration authorities to apply for canceling the company's registration and announce its dissolution.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 500,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 50,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2020) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
October (<i>from the Listing Date</i>)	2.16	0.77
November	0.95	0.71
December	0.87	0.70
2020		
January	0.79	0.52
February	0.79	0.51
March	0.70	0.41
April	0.94	0.445
May	0.68	0.53
June	0.65	0.54
July (<i>up to the Latest Practicable Date</i>)	0.62	0.55

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODES

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, according to the register kept by the Company under section 336 of the SFO, and so far as is known, or to the best knowledge of the Directors, the following substantial Shareholders (as defined in the Listing Rules) of the Company were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interests as at the Latest Practicable Date is shown under the column “Before repurchase” while their respective interests in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution in relation to the Share Repurchase Mandate to be proposed at the Annual General Meeting (and assuming that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting) is shown under the column “After repurchase”:

	Number of Shares Held	Before repurchase	After repurchase
Group I			
Hong Kong Huafa	221,250,000 <i>(Note 1)</i>	44.25%	49.16%
Zhuhai Huafa	221,250,000 <i>(Note 1)</i>	44.25%	49.16%
Canvest China	153,750,000	30.75%	34.16%
Yi Feng	153,750,000 <i>(Note 2)</i>	30.75%	34.16%
Canvest Environmental	153,750,000 <i>(Note 3)</i>	30.75%	34.16%
Best Approach Developments Limited	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
Century Rise Development Limited	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
Harvest Vista Company Limited	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
LAI Kin Man	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
LAI Chun Tung	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
LEE Wing Yee Loretta	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
HSBC International Trustee Limited	153,750,000 <i>(Note 4)</i>	30.75%	34.16%
Group II			
South Pacific International Trading Limited (“South Pacific”)	45,000,000 <i>(Note 5)</i>	9%	10%
SIIC Estate Company Limited	45,000,000 <i>(Note 5)</i>	9%	10%
SIIC Investment Company Limited	45,000,000 <i>(Note 5)</i>	9%	10%
SIIC International (BVI) Company Limited	45,000,000 <i>(Note 5)</i>	9%	10%
Shanghai Industrial Investment (Holdings) Company Limited (“SIIC”)	45,000,000 <i>(Note 5)</i>	9%	10%

Notes:

- (1) 210,000,000 Shares are registered in the name of Hong Kong Huafa and 11,250,000 Shares are registered in the name of HJ Capital (International). Since HJ Capital (International) is owned as to 36.88% by Hong Kong Huafa through Huajin Investment Company Limited, Hong Kong Huafa is deemed to be interested in 11,250,000 Shares held by HJ Capital (International) under the SFO. Since the entire share capital of Hong Kong Huafa is wholly owned by Zhuhai Huafa, under the SFO, Zhuhai Huafa is deemed to be interested in all the Shares held by Hong Kong Huafa and HJ Capital (International). Zhuhai Huafa is a PRC state-owned conglomerate based in Zhuhai, the People’s Republic of China.
- (2) The Shares are registered in the name of Canvest China, the entire share capital of which is wholly owned by Yi Feng. Under the SFO, Yi Feng is deemed to be interested in all the Shares held by Canvest China.

- (3) Yi Feng is wholly owned by Canvest Environmental. Under the SFO, Canvest Environmental is deemed to be interested in all the Shares held by Canvest China (through its shareholding in Yi Feng).
- (4) Canvest Environmental is owned as to 54.75% by Best Approach Developments Limited (which is in turn directly held as to 55% by Harvest Vista Company Limited and indirectly held as to 45% by Harvest Vista Company Limited through Century Rise Development Limited). The entire issued share capital of Harvest Vista Company Limited is held by HSBC International Trustee Limited as trustee of Harvest VISTA Trust, a trust which Ms. LEE Wing Yee Loretta and Mr. LAI Kin Man are founders and established in accordance with the laws of the British Virgin Islands, and Mr. LAI Chun Tung, spouse of Ms. LEE Wing Yee Loretta is the beneficiary of Harvest VISTA Trust. The discretionary beneficiaries of Harvest VISTA Trust include Ms. LEE Wing Yee Loretta, Mr. LAI Kin Man and the personal trust of Ms. LEE Wing Yee Loretta (the beneficiaries of which are Ms. LEE Wing Yee Loretta and her immediate family members). Canvest China is an investment holding company indirectly wholly owned by Canvest Environmental through Yi Feng for the purpose of holding Shares. Under the SFO, Best Approach Developments Limited, Harvest Vista Company Limited, Century Rise Development Limited, Ms. LEE Wing Yee Loretta, Mr. LAI Kin Man, Mr. LAI Chun Tung and HSBC International Trustee Limited are deemed to be interested in all the Shares held by Canvest China.
- (5) South Pacific is a direct wholly-owned subsidiary of SIIC Estate Company Limited and an indirect wholly-owned subsidiary of SIIC Investment Company Limited, SIIC International (BVI) Company Limited and SIIC. SIIC is a company incorporated in Hong Kong with limited liability and an overseas conglomerate controlled by the Shanghai municipal government. As at the Latest Practicable Date, SIIC was the controlling shareholder of Shanghai Industrial Holdings Limited (“SIHL”), a limited liability company incorporated in Hong Kong whose shares are listed on the Stock Exchange (stock code: 0363). As at the Latest Practicable Date, SIHL, through its indirect wholly-owned subsidiary, True Victor Holdings Limited, was interested in approximately 19.48% of Canvest Environmental. South Pacific is principally engaged in securities investment.

To the best knowledge of the Directors, the Directors consider that the increase in shareholding of Group I shareholders would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes and the increase in shareholdings of Group I shareholders and/or Group II shareholders would render the public float falling below the prescribed minimum percentage required by the Stock Exchange.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



Hong Kong Johnson Holdings Co., Ltd.

香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1955)

Notice is hereby given that the annual general meeting of Hong Kong Johnson Holdings Co., Ltd. (the “**Company**”) will be held at 6/F., China Aerospace Centre, No. 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 3 September 2020 at 11:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the report of the directors and the independent auditor’s report for the year ended 31 March 2020.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. CHEUNG Kam Chiu as an executive director of the Company;
 - (b) to re-elect Mr. SZETO Wing Tak as an executive director of the Company;
 - (c) to re-elect Ms. XU Jili as a non-executive director of the Company;
 - (d) to re-elect Ms. LI Yanmei as a non-executive director of the Company;
 - (e) to re-elect Mr. XIE Hui as a non-executive director of the Company;
 - (f) to re-elect Mr. YE Ning as a non-executive director of the Company;
 - (g) to re-elect Ms. LEE Wing Yee Loretta as a non-executive director of the Company;
 - (h) to re-elect Ms. WONG Ling Fong Lisa as a non-executive director of the Company;
 - (i) to re-elect Mr. ZHOU Wenjie as a non-executive director of the Company;
 - (j) to re-elect Mr. FAN Chiu Tat Martin as an independent non-executive director of the Company;
 - (k) to re-elect Dr. GUAN Yuyan as an independent non-executive director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (l) to re-elect Mr. HONG Kam Le as an independent non-executive director of the Company;
 - (m) to re-elect Mr. LEUNG Siu Hong as an independent non-executive director of the Company;
 - (n) to re-elect Ms. RU Tingting as an independent non-executive director of the Company; and
 - (o) to authorize the board of directors of the Company to fix the respective directors' remuneration.
3. To re-appoint RSM Hong Kong as auditor of the Company and to authorize the board of directors to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

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

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

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the amended and restated articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated memorandum and articles of association of the Company or any applicable laws to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
Hong Kong Johnson Holdings Co., Ltd.
XU Jili
Chairman

Hong Kong, 23 July 2020

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at a meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. Shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her/it.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the 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 in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:30 a.m. on Tuesday, 1 September 2020 (Hong Kong time)) or any adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 31 August 2020 to Thursday, 3 September 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 28 August 2020.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time after 8:30 a.m. on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.johnsonholdings.com>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this notice, the executive Directors of the Company are Mr. CHEUNG Kam Chiu (Co-chief executive officer) and Mr. SZETO Wing Tak (Co-chief executive officer); the non-executive Directors of the Company are Ms. XU Jili (Chairman), Ms. LI Yanmei, Mr. XIE Hui, Mr. YE Ning, Ms. LEE Wing Yee Loretta, Ms. WONG Ling Fong Lisa and Mr. ZHOU Wenjie; and the independent non-executive Directors of the Company are Mr. FAN Chiu Tat Martin, Dr. GUAN Yuyan, Mr. HONG Kam Le, Mr. LEUNG Siu Hong and Ms. RU Tingting.

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