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## **SHENWAN HONGYUAN (H.K.) LIMITED**

**申萬宏源(香港)有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 218)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Shenwan Hongyuan (H.K.) Limited (the “Company”) will be held at the TALK Meeting Room at 2nd Floor, OZO Wesley Hong Kong at 22 Hennessy Road, Wanchai, Hong Kong, on Friday, 13 May 2016 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 25 April 2016 (the “Circular”):

#### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the 2016 SWHYSC MOU entered into between SWHYSC and the Company (a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for identification purpose) in relation to the SWHYSC Transactions as more particularly set out in the Circular and all the transactions contemplated thereunder as well as the Annual Caps for the transactions contemplated under the 2016 SWHYSC MOU for the seven months ending 31 December 2016, each of the two years ending 31 December 2018, and the five months ending 31 May 2019 as shown in the Circular be and are hereby approved; and
- (b) the Directors be and are hereby authorised to do all acts and execute all documents they consider necessary or expedient in connection with the 2016 SWHYSC MOU and the transactions contemplated thereunder.”

2. **“THAT**

- (a) the 2016 SWS Research MOU entered into between SWS Research and the Company (a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for identification purpose) in relation

to the SWS Research Transactions as more particularly set out in the Circular and all the transactions contemplated thereunder as well as the Annual Caps for the transactions contemplated under the 2016 SWS Research MOU for the seven months ending 31 December 2016, each of the two years ending 31 December 2018, and the five months ending 31 May 2019 as shown in the Circular be and are hereby approved; and

- (b) the Directors be and are hereby authorised to do all acts and execute all documents they consider necessary or expedient in connection with the 2016 SWS Research MOU and the transactions contemplated thereunder.”

By order of the Board  
**Shenwan Hongyuan (H.K.) Limited**  
**Wong Che Keung Leslie**  
*Company Secretary*

Hong Kong, 25 April 2016

*As at the date of this notice, the Board comprises 9 Directors, of which Mr. Zhu Minjie, Mr. Lu Wenqing, Mr. Chen Xiaosheng, Mr. Guo Chun and Mr. Lee Man Chun Tony are the executive Directors, Mr. Zhang Lei is the non-executive Director, Mr. Ng Wing Hang Patrick, Mr. Kwok Lam Kwong Larry and Mr. Zhuo Fumin are the independent non-executive Directors.*

*Notes:*

1. The register of members of the Company will be closed from Monday, 9 May 2016 to Friday, 13 May 2016, both days inclusive, during which period no transfers of shares of the Company will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on Friday, 6 May 2016.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf and such proxy need not be a member of the Company.
3. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney or authority, must be deposited at the registered office of the Company at Level 19, 28 Hennessy Road, Hong Kong not later than 48 hours before the time appointed for the holding of the EGM (or the adjourned meeting as the case may be).
4. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto; and if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The ordinary resolutions to be considered at the EGM will be decided by poll.