

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Shenwan Hongyuan (H.K.) Limited (the “**Company**”) will be held at Empire Room I, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong, on Monday, 30 May 2022 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the Audited Consolidated Financial Statements, Report of the Directors and Independent Auditor’s Report for the year ended 31 December 2021;
2. (a) (i) To re-elect Mr. Liang Jun as an executive Director;
(ii) To re-elect Mr. Zhang Jian as an executive Director;
(iii) To re-elect Mr. Zhang Lei as a non-executive Director;
(iv) To re-elect Mr. Ng Wing Hang Patrick as an independent non-executive Director;
(v) To re-elect Mr. Kwok Lam Kwong Larry as an independent non-executive Director;
(vi) To re-elect Mr. Chen Liqiang as an independent non-executive Director;
and
(b) To authorise the Board of Directors to fix Directors’ fees for the year ending 31 December 2022;
3. To re-appoint Auditors and authorise the Board of Directors to fix their remuneration;

As special business to consider and, if thought fit, pass with or without amendments, the following Ordinary Resolutions:

4. **“THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversions attaching to any warrants issued by the Company or any securities which are convertible into shares;
 - (iii) any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or a part of a dividend on such shares in accordance with the Articles of Association of the Company;

shall not exceed 20% of the aggregate number of shares of the Company in issue at the date of the passing of this Resolution, and this approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by 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 of the Company to holders of shares whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in sub-paragraph (a) above shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and

- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of Ordinary Resolutions 4 and 5, the general mandate granted to the Directors of the Company to exercise the power of the Company to allot, issue and deal with shares pursuant to Ordinary Resolution 4 set out in the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution 5 set out in the notice convening this Meeting, provided that such amount shall not exceed 10% of the aggregate number of shares in issue of the Company at the date of passing of this Ordinary Resolution.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without amendments, the following Special Resolution:

7. “**THAT** the Company’s new articles of association, a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the memorandum and articles of association of the Company in force immediately before the passing of this Special Resolution and **THAT** any director or the company secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the Company’s new articles of association.”

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without modifications, the following Ordinary Resolutions:

8. “**THAT** conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the Board be and is hereby authorised for the purpose of Article 74(i) of the New Articles to enter into any transactions during the Relevant Period (as defined hereunder) on behalf of the Company to acquire or dispose of an asset and to make an investment in any single transaction with a value representing ten (10) per cent or more of the consolidated net asset value of the Group as shown in the latest published financial statements of the Company ;”
9. “**THAT** conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the Board be and is hereby authorised for the purpose of Article 74(ii) of the New Articles to enter into any transactions during the Relevant Period (as defined hereunder) on behalf of the

Company to borrow any sum or sums of money for the purpose of the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company and to enter into a connected transaction (as defined in the Listing Rules) in each case in any single transaction with a value representing ten (10) per cent or more of the consolidated net asset value of the Group as shown in the latest published financial statements of the Company;”

10. “**THAT** conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the Board be and is hereby authorised for the purpose of Article 74(iii) of the New Articles to enter into any transactions during the Relevant Period (as defined hereunder) on behalf of the Company to establish, acquire or invest in any operating institution;”
11. “**THAT** conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the Board be and is hereby authorised for the purpose of Article 74(v) of the New Articles to enter into any actions during the Relevant Period (as defined hereunder) on behalf of the Company to adopt or approve any operating strategy, development strategy, investment plan, annual financial budget or final accounts of the Company;”
12. “**THAT** conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the Board be and is hereby authorised for the purpose of Article 74(vi) of the New Articles to appoint or remove from office any Director (other than in accordance with the Companies Ordinance) during the Relevant Period (as defined hereunder) on behalf of the Company;”
13. “**THAT** conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the Board, the Board be and is hereby authorised for the purpose of Article 126 and Article 127(C) of the New Articles to delegate the powers of the Board under Article 126 and Articles 127(C) of the New Articles to any committee(s) of the Board or any other suitable person(s) subject to the determination by the Board during the Relevant Period (as defined hereunder);

and for the purposes of the resolution 8 to resolution 13:

“**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 articles of association of the Company or by law to be held; and

- iii. the date upon 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.”

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

Hong Kong, 29 April 2022

As at the date of this notice, the Board of the Company comprises seven directors, of which Ms. Wu Meng, Mr. Zhang Jian are Mr. Liang Jun are the executive directors, Mr. Zhang Lei is the non-executive director, Mr. Ng Wing Hang Patrick, Mr. Kwok Lam Kwong Larry and Mr. Chen Liqiang are the independent non-executive directors.

Notes:

1. The register of members of the Company will be closed from Tuesday, 24 May 2022 to Monday, 30 May 2022, both days inclusive, during which period no transfers of shares will be registered. In order to qualify for attending and voting at the 2022 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on Monday, 23 May 2022.
2. A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and vote on his behalf and such proxy need not be a member of the Company.
3. When there are joint holders of any share, any one of such joint holders may vote at the annual general meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the annual general meeting, either personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of it.
4. In order to be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the office of the Company at Level 6, Three Pacific Place, 1 Queen's Road East, Hong Kong not later than 9:30 a.m. on Friday, 27 May 2022.
5. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Concerning Ordinary Resolutions 4 to 6, the Directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company or repurchase any existing shares of the Company.
7. An explanatory statement as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection with the proposed share repurchase mandate under Ordinary Resolution 5 above is set out on pages 11 to 13 of a circular of the Company dated 29 April 2022 giving details of, *inter alia*, general mandates to issue and repurchase shares.

8. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. An explanation of the detailed procedures of conducting a poll will be provided to shareholders at the commencement of the annual general meeting, to ensure that shareholders are familiar with such procedures.
9. In case the general meeting is anticipated to be affected by black rainstorm or tropical cyclone with warning signal No. 8 or above, please refer to the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.swhyhk.com> for announcement on bad weather arrangement for the general meeting.
10. To prevent and control the spread of the COVID-19 pandemic, the Company will implement the following precautionary measures at the annual general meeting to protect our shareholders from the risk of infection:
 - a. compulsory body temperature check will be conducted for every shareholder, proxy or other attendee at the entrance of the annual general meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time may be denied entry into the annual general meeting venue and be requested to leave the annual general meeting venue.
 - b. every shareholder, proxy or other attendee is required to comply with the requirements of the "Vaccine Pass Direction", which is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong), prior to entry into the annual general meeting venue.
 - c. every shareholder, proxy or other attendee is required to wear surgical mask before they are permitted to attend and during their attendance of the annual general meeting, and to maintain a safe distance between seats. Please note that no masks will be provided at the annual general meeting venue and attendees should bring and wear their own masks.
 - d. No refreshment or drinks will be served at the annual general meeting.

Any attendee who (i) refuses to comply with the precautionary measures; or (ii) is subject to the Hong Kong Government's quarantine requirements or has close contact with any person under quarantine; or (iii) is subject to the Hong Kong Government's prescribed testing requirement or direction and has not tested negative; or (iv) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the annual general meeting venue at the absolute discretion of the Company as permitted by law.

Subject to the development of the COVID-19 pandemic, the Company may be required to change the annual general meeting arrangements at short notice. Shareholders should check the Company's website for future announcements and updates on the annual general meeting arrangements.