

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting 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 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the memorandum of understanding (“**2022 SWHYG MOU**”) entered into between Shenwan Hongyuan Group Co., Ltd. and the Company (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose) in relation to the continuing connected transactions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”)) and all the transactions contemplated thereunder as well as the proposed annual caps for the transactions contemplated under the 2022 SWHYG MOU for the seven months ending 31 December 2022, each of the two years ending 31 December 2024, and the five months ending 31 May 2025 as more particularly set out in the circular of the Company dated 13 May 2022 be and are hereby approved; and
- (b) the directors (the “**Directors**” and each a “**Director**”) of the Company be and are hereby generally and unconditionally authorised to do all such acts or things and execute and deliver all such documents, instruments and agreements which they

consider necessary, desirable or expedient to give effect to the transactions contemplated under the 2022 SWHYG MOU, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company and in accordance with the Listing Rules (where relevant).”

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

Hong Kong, 13 May 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. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy(ies) to attend and, subject to the provisions of the articles of association of the Company, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form must be deposited together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, at the office of the Company at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong not later than 10:00 a.m. on Friday, 27 May 2022.
3. Completion and delivery of the proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote at the meeting, 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 meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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.
5. The ordinary resolution(s) to be considered at the meeting will be decided by poll.
6. 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.swwhyhk.com> for announcement on bad weather arrangement for the general meeting.

7. To prevent and control the spread of the COVID-19 pandemic, the Company will implement the following precautionary measures at the extraordinary 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 extraordinary 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 extraordinary general meeting venue and be requested to leave the extraordinary 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 extraordinary 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 extraordinary general meeting, and to maintain a safe distance between seats. Please note that no masks will be provided at the extraordinary general meeting venue and attendees should bring and wear their own masks.
 - d. No refreshment or drinks will be served at the extraordinary 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 extraordinary 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 extraordinary general meeting arrangements at short notice. Shareholders should check the Company’s website for future announcements and updates on the extraordinary general meeting arrangements.