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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 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 Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong, on Thursday, 25 May 2023 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 2022;
2. (a) (i) To re-elect Ms. Wu Meng as an executive Director;
(ii) To re-elect Mr. Tan Weijun as an executive Director;
(iii) To re-elect Mr. Hu Jing as an 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;
and
(b) To authorise the Board of Directors to fix Directors’ fees for the year ending 31 December 2023;

3. To re-appoint Messrs. KPMG as the auditor of the Company and to authorise the Board of Directors to fix its 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 New Articles of Association 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 New Articles of Association 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.”
7. “**THAT** 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 of Association 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;”
8. “**THAT** 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 of Association 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;”

9. “**THAT** 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 of Association 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;”
10. “**THAT** 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 of Association 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;”
11. “**THAT** 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 of Association 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;”
12. “**THAT** 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 of Association to delegate the powers of the Board under Article 126 and Articles 127(C) of the New Articles of Association 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 7 to resolution 12:

“**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 New Articles of Association 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, 25 April 2023

As at the date of this notice, the Board of the Company comprises nine directors, of which Ms. Wu Meng, Mr. Zhang Jian, Mr. Tan Weijun, Mr. Liang Jun and Mr. Hu Jing 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 Friday, 19 May 2023 to Thursday, 25 May 2023, both days inclusive, during which period no transfers of Shares will be registered. In order to qualify for attending and voting at the 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration by no later than 4:30 p.m. on Thursday, 18 May 2023.
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 48 hours before the time appointed for holding of the annual general meeting (i.e. 9:30 a.m. on Tuesday, 23 May 2023) or any adjournment thereof (as the case may be).
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 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 Listing Rules in connection with the proposed share repurchase mandate under Ordinary Resolution 5 above is set out on pages 10 to 12 of this circular.
8. Pursuant to the Listing Rules, 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.