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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shenwan Hongyuan (H.K.) Limited**, you should at once hand this circular and the accompanying 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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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)

PROPOSAL FOR APPOINTMENT OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of Shenwan Hongyuan (H.K.) Limited (the “**Company**”) to be held at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 20 October 2023 at 9:30 a.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the EGM, you are advised to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the office of the Company at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the EGM (i.e. 9:30 a.m. on Wednesday, 18 October 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

Hong Kong, 3 October 2023

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CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	2
2. Proposal for Appointment of Director	3
3. The EGM	4
4. Voting by Poll	4
5. Recommendation	4
Notice of Extraordinary General Meeting	5

DEFINITIONS

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

“EGM”	the extraordinary general meeting of the Company to be held at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 20 October 2023 at 9:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“Company”	Shenwan Hongyuan (H.K.) Limited, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“non-executive Director”	the non-executive Director
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 October 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Ordinary Resolutions”	the proposed ordinary resolutions as referred to in the Notice of EGM
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Wu Meng (*Chairman*)
Zhang Jian
Tan Weijun
Liang Jun (*Chief Executive Officer*)
Hu Jing

Registered Office:

Level 6
Three Pacific Place
1 Queen's Road East
Hong Kong

Non-executive Director:

Zhang Lei

Independent Non-executive Directors:

Ng Wing Hang Patrick
Kwok Lam Kwong Larry
Chen Liqiang

3 October 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR APPOINTMENT OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposal for appointment of Director to enable you to make an informed decision on whether to vote for or against the resolutions, and to give you the notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSAL FOR APPOINTMENT OF DIRECTOR

Pursuant to Article 74(vi) of the Articles of Association, the appointment or removal of any Director of the Company shall be approved by the Shareholders by way of an ordinary resolution.

The Nomination Committee has reviewed and considered the experience, skills and knowledge of Mr. Ren Xiaotao having regard to the selection criteria as set out in the Director nomination policy of the Company and the diversity aspects, gender, age, cultural and educational background as set out in the Board diversity policy of the Company, and recommended to the Board that the ordinary resolution on the appointment of Director be proposed for Shareholders' approval at the EGM.

The biographical details, as at the Latest Practicable Date, of Mr. Ren Xiaotao is set out below:

Mr. Ren Xiaotao, aged 52, successively served as actuarial senior manager of the actuarial department of China Pacific Insurance (Group) Co., Ltd., senior deputy manager of the non-banking division, senior deputy manager and senior manager of the securities institution management division/insurance institution management division, division chief and director of Insurance Institutions Equity Department II of the securities institution management division/insurance institution management division of Central Huijin Investment Ltd. (during which he temporarily served as the deputy general manager of the development and planning department, deputy general manager of the assets management department and deputy general manager of China (Shanghai) Pilot Free Trade Zone Branch of China Continent Property & Casualty Insurance Company Ltd.). He currently serves as a director of Shenwan Hongyuan Group Co., Ltd., a director of Shenwan Hongyuan Securities Co., Ltd., the managing director and designated director of the directly managed enterprises leading group/equity management department II of Central Huijin Investment Ltd. He has over 20 years of experience in financial business management. Mr. Ren holds a master's degree in finance.

Save as disclosed above, Mr. Ren did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years, and as at the Latest Practicable Date, he did not hold any other position with the Company or its subsidiaries and did not have any relationship with any other Director, senior management, controlling shareholder or substantial shareholder of the Company.

Mr. Ren does not have interests in the Shares within the meaning of Part XV of the SFO. Mr. Ren was appointed as a non-executive Director of the Company for a term commencing from 20 October 2023 until the next following annual general meeting of the Company after his appointment and shall then be eligible for the re-election; and thereafter subject to retirement by rotation and re-election in accordance with the Articles of Association, applicable laws and other regulatory requirements.

Mr. Ren did not receive any remuneration for acting as a non-executive Director of the Company.

In relation to the appointment of Mr. Ren as a Director, there is no other information to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

3. THE EGM

A notice convening the EGM is set out on pages 5 to 6 of this circular at which an ordinary resolution will be proposed to appoint a Director.

A proxy form for use at the EGM is enclosed herewith and is also published on the website of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.swhyhk.com>). Whether or not you are able to attend the EGM, you are advised to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the office of the Company at Level 6, Three Pacific Place, 1 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the EGM (i.e. 9:30 a.m. on Wednesday, 18 October 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish.

4. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the EGM shall be decided by poll. An explanation of the detailed procedures of conducting a poll will be provided to Shareholders at the commencement of the EGM, to ensure that Shareholders are familiar with such procedures.

The poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.swhyhk.com> after the conclusion of the EGM.

5. RECOMMENDATION

The Directors believe that the appointment of Mr. Ren as a Director is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the relevant resolutions to be proposed in the EGM as they intend to do themselves in respect of the Shares controlled by them.

Yours faithfully,
On behalf of the Board
Shenwan Hongyuan (H.K.) Limited
Wu Meng
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 (the “EGM”) 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 Friday, 20 October 2023 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, approve the following resolutions:
 - (i) To appoint Mr. Ren Xiaotao as the non-executive Director of the Company; and
2. To authorise the Board of the Company to determine the remuneration of the Director (if any).

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

Hong Kong, 3 October 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Thursday, 19 October 2023 to Friday, 20 October 2023, both days inclusive, during which period no transfers of Shares 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 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 Wednesday, 18 October 2023.
2. A member entitled to attend and vote at the EGM 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 EGM, 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 EGM, 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 EGM (i.e. 9:30 a.m. on Wednesday, 18 October 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 EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. 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 EGM, to ensure that Shareholders are familiar with such procedures.
7. 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.