
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Shuifa Singyes New Materials Holdings Limited** (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China Shuifa Singyes New Materials Holdings Limited

中國水發興業新材料控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8073)

(1) PROPOSED CHANGE OF AUDITOR AND (2) NOTICE OF SPECIAL GENERAL MEETING

Terms defined in the section headed “Definitions” in this circular shall have the same meaning when used in this cover page, unless the context otherwise requires.

A notice convening the special general meeting (the “**SGM**”) of the Company to be held at Unit 3108, 31st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 27 October 2026, at 4:00 p.m. is set out on pages 9 to 10 of this circular.

A form of proxy for use at the SGM is also enclosed with this circular. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the SGM or any adjourned meeting thereof should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange website (www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company (www.syeamt.com).

6 October 2026

CHARACTERISTICS OF GEM

Characteristics of GEM of the Stock Exchange

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, capitalised terms used shall have the following meanings:

“AFRC”	the Accounting and Financial Reporting Council
“Audit Committee”	the audit committee of the Board
“Auditor”	the auditor of the Company
“Board”	the board of Directors
“Company”	China Shuifa Singyes New Materials Holdings Limited (中國水發興業新材料控股有限公司), an exempted company incorporated in Bermuda with limited liability, and the Shares of which are listed on GEM of the Stock Exchange (stock code: 8073)
“Director(s)”	the director(s) of the Company
“extraordinary resolution”	a resolution passed by a majority of not less than two-thirds of votes cast by the Shareholders as, being entitled so to do, vote in person or, in the case of such Shareholders as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the bye-laws of the Company
“EY”	Ernst & Young, the new Auditor proposed to be appointed at the SGM subject to Shareholders’ approval
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	6 October 2026, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Proposed Appointment”	the proposed appointment of EY as the new Auditor, subject to Shareholders’ approval at the SGM by way of ordinary resolution
“Proposed Change of Auditor”	the Proposed Removal together with the Proposed Appointment

DEFINITIONS

“Proposed Removal”	the proposed removal of Rongcheng as the Auditor, subject to Shareholders’ approval at the SGM by way of extraordinary resolution
“PRC”	the People’s Republic of China which, for the purpose of this circular, shall exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“Rongcheng”	Rongcheng (Hong Kong) CPA Limited, the existing Auditor proposed to be removed at the SGM subject to Shareholders’ approval
“Shuifa Singyes Energy”	China Shuifa Singyes Energy Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (stock code: 750). As at the Latest Practicable Date, Shuifa Singyes Energy was a controlling shareholder and holding company of the Company, holding approximately 62.37% of the issued share capital of the Company
“SGM”	the special general meeting of the Company to be convened and held at Unit 3108, 31st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 27 October 2026 at 4:00 p.m. to approve, amongst others, the Proposed Appointment and Proposed Removal
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

The English translation of the Chinese name of the relevant company included in this circular is prepared for identification purpose only. In the event of any inconsistency, the Chinese name shall prevail.

LETTER FROM THE BOARD



China Shuifa Singyes New Materials Holdings Limited

中國水發興業新材料控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8073)

Executive Directors:

Mr. Du Peng (*Chairman*)

Mr. Zhang Chao

Mr. Liu Yong

Registered office:

Richmond House

12 Par-la-Ville Road

Hamilton HM 08

Bermuda

Non-executive Director:

Mr. Zhou Qing

*Head office and principal place of business
in Hong Kong:*

Unit 3108, 31st Floor

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

Independent Non-executive Directors:

Ms. Pan Jianli

Mr. Zhang Yumo

Dr. Li Ling

6 October 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF AUDITOR
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 6 October 2026 in relation to the Proposed Change of Auditor.

The purpose of this circular is to provide you with details of the Proposed Change of Auditor and give you notice of the SGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITOR

The Board has, with the recommendation of the Audit Committee, resolved to (i) remove Rongcheng as the Auditor; and (ii) propose EY for appointment as the new Auditor for the year ending 31 December 2026 to fill the casual vacancy following the Proposed Removal and to hold office until the conclusion of the next annual general meeting of the Company.

Proposed Removal

At the last annual general meeting of the Company held on 30 June 2026, Rongcheng was re-appointed as the Auditor to hold office until the conclusion of the next annual general meeting of the Company.

It is part of the Company's corporate governance practice to review (with the assistance of the Audit Committee) the engagement arrangements in connection with its auditor from time to time, which includes an assessment of whether the existing engagement of Auditor and audit arrangement represent an efficient arrangement for the Group.

In order to stay aligned with Shuifa Singyes Energy (the holding company of the Company) and to enjoy the benefits set out in the sub-section headed "Proposed Change of Auditor – Proposed Appointment" below, the Company intends to change its Auditor. Moreover, the Company and the Audit Committee consider that the appointment of an auditor with a strong global connection, extensive international experience and exceptional technical expertise would be in line with the Group's business needs.

Rongcheng has confirmed in a letter to the Company that (i) there are no circumstances connected with its termination as auditor of the Company that need to be brought to the attention of the holders of securities of the Company; and (ii) no audit engagement letter for the audit to the year ending 31 December 2026 has been executed, and no audit procedures, no audit fieldwork and no audit reporting work have been performed by it.

The Board and the Audit Committee confirm that there is no disagreement between Rongcheng and the Company, and there are no other matters in relation to the Proposed Removal that need to be brought to the attention of the Shareholders. It is expected that the Proposed Change of Auditor will not have any significant impact on the annual audit of the Group for the year ending 31 December 2026.

The Board would like to express its sincere gratitude to Rongcheng for its professional services and support rendered in the past.

An extraordinary resolution will be proposed at the SGM for the Shareholders to consider, and if thought fit, approve the Proposed Removal.

Proposed Appointment

EY has been proposed for appointment as the auditor of Shuifa Singyes Energy, a controlling shareholder and holding company of the Company, subject to the approval of the shareholders of Shuifa Singyes Energy. The Board and the Audit Committee are of the view that the appointment of EY as the new Auditor will align the audit arrangements of the Company with those of its holding company, which will maintain the synergy and efficiency of the audit work of the Group and cost effectiveness, and hence is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Assessment of audit quality

The Audit Committee has assessed the Proposed Appointment of EY as the Auditor and considered that EY is qualified and suitable to serve as the Auditor based on (i) its audit plan; (ii) its experience, industry knowledge and technical qualifications in providing audit services to companies listed on the Stock Exchange and companies with similar businesses or in similar industries as the Group; (iii) its independence and objectivity; (iv) its reputation in the market; and (v) its resources and capabilities (including the professionalism and time commitment of the audit team).

The Audit Committee has taken into account the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors and the Guidance Notes on Change of Auditors published by the AFRC and other guidance documents issued by the AFRC and the Stock Exchange, including, amongst others, the following factors in assessing the quality of audit services to be provided by EY:

(a) *Profile and background*

EY has been established in Hong Kong for more than 45 years with network firms covering over 150 countries and over 403,000 staff globally.

EY is one of the big four international accounting firms, with the scale and capability to provide high-standard audit services, and is serving as the auditor for more than 400 companies listed on the Stock Exchange.

(b) *Industry experience and knowledge of the engagement partner and team members*

The audit team possesses extensive experience in auditing state-owned enterprises, which is highly compatible with the Company's operational features and background.

The Company understands that EY has assigned a team of professional accountants comprising not less than 10 members led by the engagement partner, together with not less than four (4) qualified professional accountants (one of whom being an engagement quality reviewer). The engagement partner and engagement quality reviewer are both registered responsible persons for public interest entity engagement with the AFRC. The audit engagement team is also supported by specialist teams in technical disciplines such as information technology and tax.

LETTER FROM THE BOARD

(c) *Experience in audit work involving listed companies*

EY's audit team has a strong track record and extensive experience in providing professional audit services to issuers listed in Hong Kong. EY has been serving as the auditor of more than 400 companies listed on the Stock Exchange. EY's audit team has extensive experience in handling audits of Hong Kong listed companies with cross-border operational structure, and is familiar with the regulatory and financial disclosure requirements of the capital market in Hong Kong.

The engagement partner and the audit team of EY have sufficient experience in handling audit assignments of listed companies in Hong Kong of similar scale, complexity and nature as compared to the Company.

(d) *Industry experience in the Group's businesses*

EY's audit team has abundant experience in providing audit services to listed clients across multiple disciplines. In particular, EY's audit team has been providing audit services to listed companies in the manufacturing sector (being the Group's principal business area). The Audit Committee considers that, in view of the Group's business nature and operations, EY has sufficient experience in conducting audit for companies in the manufacturing sector, and its audit services would be a good fit for the needs of the Company.

(e) *Resources arrangements*

With reference to the preliminary audit plan (including human resources allocation and time commitments) prepared by EY, and having considered the scope, nature, amount and complexity of audit work in respect of the Group with reference to the Group's operations and future business plans, the Audit Committee is satisfied that the resources allocation and time commitments are appropriate in respect of the audit of the Company's financial statements, and will enable the audit work to be completed in a timely, compliant and quality manner.

(f) *Professional ethics and independence*

The Audit Committee is of the view that auditor independence is critical to the audit engagement and has considered EY's independence and objectivity. Based on the information provided by EY, it has established appropriate systems and procedures to ensure its independence from the Company, including client acceptance and continuance assessments, independence reviews, and conflict-of-interest checks, to confirm that there is no financial, business, employment or other relationships between EY (including its partners and audit team members) and the Company, the Directors or substantial shareholders that could impair its independence. The Audit Committee has also considered EY's internal quality management and independence safeguard mechanisms, including professional ethical requirements and project partner rotation arrangements. Based on currently available information, the Audit Committee has not noted any circumstances that could impair EY's independence from the Company, and considers that EY possesses sufficient independence and objectivity to fulfil its duties as the Auditor.

LETTER FROM THE BOARD

(g) Governance and leadership

The Audit Committee has reviewed the corporate profile and the relevant policies in quality management regarding governance and leadership of EY and is satisfied that EY's governance structure and leadership oversight are effective in ensuring the delivery of a high-quality and independent audit.

Based on the above, the Board and the Audit Committee consider that (i) EY is independent, qualified and capable to act as the new Auditor; and (ii) the Proposed Appointment of EY will strengthen the quality of the Group's audit and is in the interest of the Company and the Shareholders as a whole.

An ordinary resolution will be proposed at the SGM for the Shareholders to consider, and if thought fit, approve the Proposed Appointment.

Audit fee

The estimated audit fee as agreed with EY for audit services in respect of the year ending 31 December 2026 is approximately RMB900,000, which was determined by a tender process and after arm's length negotiations with reference to various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the profile and background of EY, the expected audit scope, timetable of the audit and the time and resources to be deployed by EY.

The estimated audit fee has been determined on the basis that there will be no material changes in the Group's operations, accounting policies or regulatory environment during the financial year and no material change on the time and resources to be deployed by EY, and that the Company will provide timely and adequate assistance and information as reasonably required for the audit.

In view of the above, the Board and the Audit Committee consider that the agreed audit fee to be reasonable and commensurate with the audit work and quality required, and hence is appropriate and in the interest of the Company and the Shareholders as a whole.

SGM

The SGM will be held at Unit 3108, 31st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 27 October 2026, at 4:00 p.m. A notice of the SGM is set out on pages 9 to 10 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the SGM or any adjourned meeting thereof should you so wish.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Thursday, 22 October 2026 to Tuesday, 27 October 2026 (both days inclusive), during which period no transfer of Shares will be effected. The record date for determining the eligibility of the Shareholders to attend and vote at the SGM will be 27 October 2026. In order to be entitled to attend the forthcoming SGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 21 October 2026.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll, except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the SGM shall be voted by poll.

RECOMMENDATION

The Directors consider that the Proposed Change of Auditor is in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolutions to be proposed at the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of
China Shuifa Singyes New Materials Holdings Limited
Du Peng
Chairman

NOTICE OF SGM



China Shuifa Singyes New Materials Holdings Limited 中國水發興業新材料控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8073)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**Meeting**”) of China Shuifa Singyes New Materials Holdings Limited (the “**Company**”) will be held at Unit 3108, 31st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 27 October 2026, at 4:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

EXTRAORDINARY RESOLUTION

1. To remove Rongcheng (Hong Kong) CPA Limited as the auditor of the Company with immediate effect after the conclusion of the Meeting.

ORDINARY RESOLUTION

2. Conditional upon the passing of the resolution numbered 1 above, to appoint Ernst & Young as the auditor of the Company in place of Rongcheng (Hong Kong) CPA Limited with immediate effect after the conclusion of the Meeting to hold office until the conclusion of the forthcoming annual general meeting of the Company, and to authorise the Board to fix the remuneration of Ernst & Young.

By Order of the Board of
China Shuifa Singyes New Materials Holdings Limited
Du Peng
Chairman

Hong Kong, 6 October 2026

Notes:

1. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder.
2. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

NOTICE OF SGM

3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
4. Pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), any vote of the shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the Meeting shall be voted on by poll.
5. The register of members will be closed from Thursday, 22 October 2026 to Tuesday, 27 October 2026, both days inclusive. In order to qualify for the purpose of ascertaining the members entitlement to the attendance of the Meeting, all share transfers documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, namely Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 21 October 2026.
6. Bad Weather Arrangements

If Typhoon Signal No. 8 or above is or is expected to be hoisted or a Black Rainstorm Warning Signal or “extreme conditions” after super typhoons or other adverse weather conditions announced by the HKSAR Government is or is expected to be in force at any time after 2:00 p.m. on the day of the Meeting, then the Meeting will be postponed and Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice to be posted on the Company’s website and the website of the Stock Exchange.

If Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal or “extreme conditions” after super typhoons or other adverse weather conditions announced by the HKSAR Government is cancelled at or before 2:00 p.m. on the day of the Meeting and, where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should carefully consider the risk of physical attendance at the Meeting under bad weather conditions having regard to their personal circumstances and if they should choose to do so, they are advised to exercise due care and caution.

As at the date of this notice, the executive Directors are Mr. Du Peng (Chairman), Mr. Zhang Chao and Mr. Liu Yong; the non-executive Director is Mr. Zhou Qing; and the independent non-executive Directors are Ms. Pan Jianli, Mr. Zhang Yumo and Dr. Li Ling.

This notice, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the Stock Exchange website (www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company (www.syeamt.com).