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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a 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 Sino Splendid Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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**Sino Splendid Holdings Limited**  
**中國華泰瑞銀控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8006)**

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Sino Splendid Holdings Limited to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 21 June 2024 at 3 p.m. is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the website of HKExnews ([www.hkexnews.hk](http://www.hkexnews.hk)) for at least 7 days from the date of its posting and on the website of the Company at [www.sinosplendid.com](http://www.sinosplendid.com).

17 May 2024

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## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 21 June 2024 at 3 p.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 14 to 18 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Close Associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Sino Splendid Holdings Limited 中國華泰瑞銀控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM (Stock Code: 8006)
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue or otherwise deal with the Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	14 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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### **Sino Splendid Holdings Limited**

**中國華泰瑞銀控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8006)**

*Executive Directors:*

Mr. Wang Tao

Mr. Yu Tat Chi

*Independent Non-executive Directors:*

Mr. Yeung Man San

Ms. Chow Yee Ting

Ms. Lee Yim Wah

*Registered Office:*

P.O. Box 309, Umland House

South Church Street, George Town

Grand Cayman KY1-1104

Cayman Islands

*Principal Place of Business in*

*Hong Kong:*

Unit 2302, 23/F.

New World Tower 1

18 Queen's Road Central

Central

Hong Kong

17 May 2024

Dear Shareholder(s),

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed at the AGM for the approval of (i) the re-election of the retiring Directors; (ii) the grant of the Issue Mandate; and (iii) the grant of the Repurchase Mandate and Extension Mandate and to give you the AGM Notice.

**2. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with article 85 of the Articles, Mr. Yu Tat Chi, Ms. Chow Yee Ting (“Ms. Chow”) and Mr. Yeung Man San (“Mr. Yeung”) shall retire from office at the AGM and, both being eligible, will offer themselves for re-election at the AGM.

Nomination committee evaluates the balance of skills, knowledge and experience of the Board, and identifies any special requirements.

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## LETTER FROM THE BOARD

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Mr. Yu Tat Chi, is the Company Secretary and the Authorized Representative of the Company since 19 November 2021 and was promoted as an executive Director on 1 February 2024. Mr. Yu has many years of experience in accounting, corporate finance and asset management. He had held senior management positions in listed companies in Hong Kong.

Ms. Chow Yee Ting, has over 4 years of experience in the media, editorial and content management, and public relations industries. Ms. Chow holds a directorship in a Hong Kong media advertising company. She serves as senior management and oversee the day-to-day operations. She is also responsible for monitoring business performance and contents of the business. Ms. Chow was appointed as an Independent Non-Executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 18 July 2023.

Ms. Chow, being independent non-executive Director has made confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that Ms. Chow is independent in accordance with the independence guidelines.

Mr. Yeung Man San, is currently a senior management of a Hong Kong listed company and runs his own certified public accountant's firm. He has 20 years of experience in auditing, taxation, financial management and advisory services field for an international accounting firm, several corporations and other listed companies. Mr. Yeung was appointed as an Independent Non-Executive Director and a chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 1 February 2024.

Mr. Yeung, being independent non-executive Director has made confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that Mr. Yeung is independent in accordance with the independence guidelines.

Details of the abovementioned retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **3. ISSUE MANDATE**

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue or otherwise deal with new Shares of up to 20% of the total number of Shares in issue as at the date of passing the relevant resolution of the AGM. As at the Latest Practicable Date, a total of 147,540,930 Shares were in issue. Subject to the passing of the proposed resolution at the AGM, the Directors will be authorised to allot, issue or otherwise deal with a maximum of 29,508,186 Shares under the Issue Mandate.

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## LETTER FROM THE BOARD

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### 4. REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM.

Assuming no further Shares are issued or repurchased by the Company prior to the AGM and based on the total number of 147,540,930 Shares in issue as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 14,754,093 Shares under the Repurchase Mandate.

In addition, an ordinary resolution regarding the Extension Mandate will also be proposed at the AGM to authorise the Directors to extend the Issue Mandate by a number representing the aggregate number of Shares repurchased under the Repurchase Mandate.

Both the Issue Mandate and the Repurchase Mandate will be expired at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (c) the revocation or variation of such authority by the passing of an ordinary resolution in a general meeting.

Pursuant to the GEM Listing Rules, the Company is required to give its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

### 5. VOTING BY POLL

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, 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 AGM shall be voted by poll. The Company will appoint Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, as the scrutineer to handle the vote-taking procedures at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best knowledge of the Directors, no Shareholders are required to abstain from voting at the AGM pursuant to the GEM Listing Rules.

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## LETTER FROM THE BOARD

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### 6. AGM

The AGM Notice is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.

### 7. CLOSURE OF THE REGISTER OF MEMBERS

To ascertain the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024 (both dates inclusive), during which no transfer of Shares will be effected. In order to qualify for attending the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 17 June 2024.

### 8. 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.

### 9. RECOMMENDATION

The Directors are of the opinion that the proposed resolutions for the re-election of retiring Directors, the grant of the Issue Mandate, Repurchase Mandate and Extension Mandate, the Refreshment of the Scheme Mandate Limit, the Proposed Amendments and the proposed adoption of new Memorandum and Articles of Association are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

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**LETTER FROM THE BOARD**

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**10. MISCELLANEOUS**

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board  
**Sino Splendid Holdings Limited**  
**Wang Tao**  
*Executive Director*

*This is an explanatory statement given to all the Shareholders relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate.*

*This explanatory statement contains all the information required pursuant to rule 13.08 and other relevant provisions of the GEM Listing Rules which are set out as follows:*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the Company has 147,540,930 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 5 of the AGM Notice in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 147,540,930 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period within which the Repurchase Mandate remains in force, up to 14,754,093 Shares, representing 10% of the total number of issued Shares at the date of the AGM.

## **2. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company flexibility to make such repurchase when appropriate and beneficial to the Company. Repurchase of the Shares will only be made when the Directors believe that it is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the earnings per Share of the Company.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Law, the applicable laws of the Cayman Islands and the GEM Listing Rules. The Company may not purchase its own Shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

## **4. GENERAL**

There might be a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the latest audited consolidated financial statements contained in the annual report for the year ended 31 December 2023) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent that would, in the circumstances, have a material adverse effect on the working capital or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

## 5. CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any Close Associates of the Directors, has any present intention to sell any Shares to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected persons (as defined in the GEM Listing Rules) have notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Companies Law, the Articles and the applicable laws of the Cayman Islands.

## 7. EFFECT OF TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Directors, the interests of substantial Shareholder was as follows:

<b>Substantial shareholder</b>	<b>Number of Shares held</b>	<b>Percentage of existing shareholding</b>	<b>Percentage of shareholding if Repurchase Mandate is exercised in full</b>
Niu Cheng Jun	22,336,184	15.14%	16.82%

On the basis that the total number of Shares in issue of the Company remains unchanged and no further Shares are issued or repurchased prior to the date of the AGM, in the event that the Directors exercise in full the Repurchase Mandate, the interests of the above substantial Shareholder would be increased to such percentages of the total number of issued Shares as set out in the fourth column of the above table. On the basis of the current shareholding of the above substantial Shareholder as at the Latest Practicable Date, none of the above substantial Shareholder may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in takeover obligation or the public holding of Shares be reduced below the prescribed minimum percentage of 25%.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Share has been made by the Company, whether on the GEM or otherwise in the six months preceding the Latest Practicable Date.

#### **9. SHARE PRICES**

The highest and lowest prices per Share at which the Shares were traded on the GEM during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	<b>Highest Price (HK\$)</b>	<b>Lowest Price (HK\$)</b>
<b>2023</b>		
May	0.186	0.180
June	0.182	0.133
July	0.157	0.135
August	0.135	0.124
September	0.159	0.102
October	0.290	0.159
November	0.275	0.180
December	0.180	0.170
<b>2024</b>		
January	0.260	0.170
February	0.185	0.160
March	0.216	0.145
April	0.174	0.130
May (up to the Latest Practicable Date)	0.190	0.155

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## APPENDIX II PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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*The following are the particulars of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles.*

### **EXECUTIVE DIRECTOR**

#### **Mr. Yu Tat Chi (“Mr. Yu”)**

Mr. Yu, aged 59, holds a Bachelor of Commerce degree from the University of New South Wales, Australia. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yu is also a founding member of The Hong Kong Independent Non-Executive Director Association. Mr. Yu has many years of experience in accounting, corporate finance and asset management. He had held senior management positions in listed companies in Hong Kong. Mr. Yu is currently an independent non-executive director of Golden Resources Development International Limited (a company listed on the Stock Exchange, stock code: 677); Applied Development Holdings Limited (a company listed on the Stock Exchange, stock code: 519); China Netcom Technology Holdings Limited (a company listed on the Stock Exchange, stock code: 8071); Lerado Financial Group Company Limited (a company listed on the Stock Exchange, stock code: 1225); Harbour Digital Asset Capital Limited (a company listed on the Stock Exchange, stock code: 913) and WT Group Holdings Limited (a company listed on the Stock Exchange, stock code: 8422) respectively. Mr. Yu has been an independent non-executive director of EVOC Intelligent Technology Company Limited (a company listed on the Stock Exchange, stock code: 2308 and was delisted from the Stock Exchange on 28 October 2022) from May 2016 to May 2021.

Mr. Yu has entered into an appointment letter with the Company on 1 February 2024 for an initial term of two years commencing from 1 February 2024, which is renewable automatically for successive terms of one year. Pursuant to the articles of association of the Company (the “Articles”), Mr. Yu is entitled to a director fee of HK\$10,000 per month and such other remuneration as may be determined by the Board and remuneration committee with reference to Mr. Yu’s duties and responsibilities and prevailing market conditions. Such remuneration is covered in his appointment letter with the Company.

As at the Latest Practicable date, save that Mr. Yu is no shares of the Company (including interest of his spouse). Mr. Yu was not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong).

As at the Latest Practicable Date, save as disclosed in this AGM circular, Mr. Yu (i) does not hold any other major appointments and professional qualifications; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) did not hold any directorships in any other listed companies in the last three years.

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**APPENDIX II PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION**

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As at the Latest Practicable Date, Mr. Yu (i) does not have any relationships with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (ii) is not interested in any Shares within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Yu which is required to be disclosed pursuant to Rule 17.50(2)(i) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**INDEPENDENT NON-EXECUTIVE DIRECTOR****Ms. Chow Yee Ting (“Ms. Chow”)**

Ms. Chow, aged 29, has over 4 years of experience in the media, editorial and content management, and public relations industries. Ms. Chow holds a directorship in a Hong Kong media advertising company. She serves as senior management and oversee the day-to-day operations. She is also responsible for monitoring business performance and contents of the business. Ms. Chow was appointed as an Independent Non-Executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 18 July 2023.

Ms. Chow was appointed for a term of two years and subject to the rotational retirement and re-election provisions of the Articles. Ms. Chow is entitled to receive a director fee of HK\$10,000 per month as determined by the Board and the remuneration committee, with reference to her experience, duties and responsibilities. Such remuneration is covered in her appointment letter with the Company.

As at the Latest Practicable Date, (i) Ms. Chow does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (ii) Ms. Chow does not have any interests in Shares of the Company within the meaning of Part XV of the SFO; (iii) Ms. Chow does not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the period of three years preceding the Latest Practicable Date and does not hold other major appointments; and (iv) Ms. Chow does not hold other positions within the Group.

There is no other information relating to Ms. Chow which is required to be disclosed pursuant to Rule 17.50(2)(i) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**INDEPENDENT NON-EXECUTIVE DIRECTOR****Mr. Yeung Man San (“Mr. Yeung”)**

Mr. Yeung, aged 43, he is currently a senior management of a Hong Kong listed company and runs his own certified public accountant’s firm. He has 20 years of experience in auditing, taxation, financial management and advisory services field for an international accounting firm, several corporations and other listed companies. Mr. Yeung holds a Bachelor’s Degree of Business Administration (Honours) in Accountancy from City University of Hong Kong and a Master’s Degree in Corporate Governance from The Hong Kong Polytechnic University. He is an associate member of The Hong Kong Institute of Certified Public Accountants, The Chartered Governance Institute and The Hong Kong Chartered Governance Institute as well as a member of the Society of Registered Financial Planners. He is also an independent non-executive director of Emperor Entertainment Hotel Limited (Stock Code: 296). He has been an independent non-executive director of Simplicity Holding Limited, a company listed on the GEM of the Stock Exchange (Stock Code: 8367) from August 2021 to October 2023. He has been an independent nonexecutive director of My Heart Bodibra Group Limited, a company listed on the GEM of the Stock Exchange (Stock Code: 8297), from February 2018 to December 2018.

Mr. Yeung was appointed for a term of two years and subject to the rotational retirement and re-election provisions of the Articles. Mr. Yeung is entitled to receive a director fee of HK\$12,000 per month as determined by the Board and the remuneration committee, with reference to his experience, duties and responsibilities. Such remuneration is covered in his appointment letter with the Company.

As at the Latest Practicable Date, save as disclosed in this AGM circular, Mr. Yeung (i) does not hold any other major appointments and professional qualifications; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) did not hold any directorships in any other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Yeung (i) does not have any relationships with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (ii) is not interested in any Shares within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Yeung which is required to be disclosed pursuant to Rule 17.50(2)(i) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### **Sino Splendid Holdings Limited**

### **中國華泰瑞銀控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8006)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of the shareholders of Sino Splendid Holdings Limited 中國華泰瑞銀控股有限公司 (the “Company”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 21 June 2024 at 3 p.m. for the following purposes:

As ordinary business:

1. to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and the independent auditor of the Company for the year ended 31 December 2023;
2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Yu Tat Chi as an executive Director;
  - (b) to re-elect Ms. Chow Yee Ting as an independent non-executive Director;
  - (c) to re-elect Mr. Yeung Man San as an independent non-executive Director;
  - (d) to authorise the board of Directors (the “Board”) to fix the remuneration of the Directors;
3. to re-appoint Messrs. Elite Partners CPA Limited as auditor of the Company and authorise the Board to fix their remuneration;

As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

4. **“THAT:**
  - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which 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 options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; or
  - (iii) the exercise of any options granted under the share option scheme of the Company; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the memorandum and articles of association of the Company (the “Articles”) in force from time to time

shall not exceed 20% of the total number of shares of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this ordinary resolution:

“Relevant Period” means the period from the date of passing 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, or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

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## NOTICE OF AGM

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“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their holdings of shares of the Company (subject to such exclusion or other arrangements as the Directors 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 recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT:**

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares on the GEM or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(c) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing 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, or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF AGM

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6. “**THAT:**

conditional upon to the passing of resolutions nos. 4 and 5 above, the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company to allot, issue and otherwise deal with shares pursuant to the said resolution no. 4 be and is hereby extended by the addition thereto of the total number of shares repurchased by the Company under the authority granted pursuant to the said resolution no. 5, provided that such number of shares so repurchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing the said resolution no. 5.”

By order of the Board  
**Sino Splendid Holdings Limited**  
**Wang Tao**  
*Executive Director*

Hong Kong, 17 May 2024

*Registered office:*

P.O. Box 309, Uglan House  
South Church Street  
George Town  
Grand Cayman KY1-1104  
Cayman Islands

*Principal place of business in Hong Kong:*

Unit 2302, 23/F.  
New World Tower 1  
18 Queen’s Road Central  
Central  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, 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, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting and in default thereof the form of proxy shall not be treated as valid.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## NOTICE OF AGM

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4. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the AGM either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024 (both dates inclusive), during which no transfer of shares will be effected. In order to qualify for the right to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 17 June 2024.
6. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at [www.sinosplendid.com](http://www.sinosplendid.com) and on the website of HKExnews ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.