

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 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 Sinic Holdings (Group) Company 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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Sinic Holdings (Group) Company Limited

新力控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2103)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES, RE-ELECTION OF DIRECTORS, DECLARATION OF FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the AGM of Sinic Holdings (Group) Company Limited to be held at 11:00 a.m. on Friday, 4 June, 2021 at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, at which, among other things, the above proposals will be considered, which set out on pages 16 to 19 of this circular.

Whether or not you intend to attend the AGM, 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 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 and in any event not less than 48 hours before the time of the meeting (i.e. not later than 11:00 a.m. on Wednesday, 2 June 2021) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

ARRANGEMENTS FOR THE AGM IN LIGHT OF COVID-19

The Company is closely monitoring the COVID-19 situation, including The Government of the Hong Kong Special Administrative Region ("HKSAR Government") measures, and will continue to do so in the lead up to the AGM.

In light of the current HKSAR Government measures on staying at home and away from others (social distancing) to reduce the transmission of COVID-19, Shareholders are advised not to attend the meeting in person this year if the measures remain in place. As such, the Board encourages all Shareholders to exercise their rights to vote at the AGM by appointing the Chairman of the AGM as their proxy.

To safeguard the health and safety of Shareholders who might be attending the AGM in person, the Company will also implement the following measures at the AGM:

- (1) Compulsory temperature screening/checks
- (2) Wearing of surgical face mask (please bring your own)
- (3) No provision of refreshments or drinks

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 11:00 a.m. on Friday, 4 June 2021 at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, notice of which is set out on pages 16 to 19 of this circular and any adjournment thereof
“Articles”	the articles of association of the Company
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Buy-back Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to buy back such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“CEO”	chief executive officer of the Company
“Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company”	Sinic Holdings (Group) Company Limited, an exempted company incorporated in the Cayman Islands with limited liability on 18 September 2018
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuing Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares bought-back by the Company pursuant to the authority granted under the Buy-back Mandate

DEFINITIONS

“Latest Practicable Date”	20 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	prospectus of the Company dated 30 October 2019
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



Sinic Holdings (Group) Company Limited

新力控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2103)

Executive Directors

Mr. Zhang Yuanlin (*Chairman and CEO*)

Ms. Tu Jing

Independent non-executive Directors

Mr. Tam Chi Choi

Mr. Au Yeung Po Fung

Mr. Liu Xin

Registered office

Cricket Square,

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business in Hong Kong

Suites 1016–1019, 10/F

Two Pacific Place, 88 Queensway

Admiralty

Hong Kong

27 April 2021

To Shareholder(s)

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
AND
DECLARATION OF FINAL DIVIDEND**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issuing Mandate and the Buy-back Mandate, (ii) the re-election of Directors; and (iii) the declaration of a final dividend.

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 5 June 2020, ordinary resolutions were passed to grant to the Directors (i) a general unconditional mandate to allot, issue and deal in new Shares not exceeding 20% of the aggregate number of Shares in issue at the date of the passing of the relevant resolution; (ii) a general unconditional mandate to buy back Shares up to 10% of the aggregate number of Shares in issue at the date of the passing of the relevant resolution; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares bought-back by the Company pursuant to the mandate to buy back Shares referred to (ii) above.

The above general mandates shall remain in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s) to be held; or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issuing Mandate and the Buy-back Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or buy back any Shares pursuant thereto. Please refer to resolutions numbered 5 to 7 set out in the notice of AGM on pages 16 to 19 of this circular for details of the proposed Issuing Mandate and Buy-back Mandate.

As at the Latest Practicable Date, the number of issued Shares was 3,570,187,000 Shares, assume no further Shares are to be issued or bought-back prior to the AGM, the Issuing Mandate will authorize the Directors to exercise the power of the Company to allot, issue and deal with up to 714,037,400 new Shares and the Buy-back Mandate will authorize the Directors to exercise the power of the Company to buy back a maximum of 357,018,700 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Buy-back Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Buy-back Mandate at the AGM.

RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Tam Chi Choi and Mr. Liu Xin will retire by rotation at the AGM and, both being eligible, offer themselves for re-election.

Details of the above-mentioned Directors proposed for re-election are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The nomination committee of the Company (the “**Nomination Committee**”) will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company’s Board diversity policy, the requirements in the Company’s constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates’ contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee has considered Mr. Tam Chi Choi and Mr. Liu Xin’s extensive experience in finance industry and corporate management field respectively, their working profiles and other experience and factors as set out in their biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Tam Chi Choi and Mr. Liu Xin have the required character, integrity and experience to continuously fulfil their roles as an independent non-executive Director effectively and has reported to the Board on proposing the re-election of Mr. Tam Chi Choi and Mr. Liu Xin as independent non-executive Directors at the AGM. The Board believed that their re-elections as Directors will contribute to the diversity (in particular in terms of skills) of the Board and would be in the best interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

As mentioned in the announcement of the Company dated 30 March 2021 relating to the annual results of the Company for the year ended 31 December 2020, the Board recommended the declaration and the payment of a final dividend of RMB14 cents per Share (the “**Final Dividend**”) for the year ended 31 December 2020 out of the share premium account of the Company to Shareholders whose names appear on the register of members of the Company on 10 September 2021. The Final Dividend is subject to the approval of the Shareholders as an ordinary resolution at the AGM and compliance with the Companies Law. If such ordinary resolution is passed at the AGM, the Final Dividend will be paid in HK\$ on or about 30 September 2021. The actual amount in HK\$ will be based on the average benchmark rate between RMB and HK\$ published by the People’s Bank of China five business days prior to the date of the AGM.

Under Section 34 (2) of the Companies Law, the share premium account may be applied by a company in paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business (the “**Solvency Test**”). The Board confirms that with respect to the Final Dividend, the Company meets the Solvency Test and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Final Dividend is proposed to be paid.

ANNUAL GENERAL MEETING

Set out on pages 16 to 19 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issuing Mandate, the Buy-back Mandate, the re-election of Directors and the declaration of Final Dividend.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company’s branch share registrar 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 and in any event not less than 48 hours before the time of the AGM (i.e. not later than 11:00 a.m. on Wednesday, 2 June 2021) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the 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 procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 1 June 2021 to Friday, 4 June 2021 both dates inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar 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 for registration not later than 4:30 p.m. on Monday, 31 May 2021.

For the purpose of determining the Shareholders' entitlement to the Final Dividend, the register of members of the Company will be closed from Wednesday, 8 September 2021 to Friday, 10 September 2021, both dates inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's share registrar 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 for registration not later than 4:30 p.m. on Tuesday, 7 September 2021.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issuing Mandate, the Buy-back Mandate, the re-election of Directors and the declaration of the Final Dividend to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

ARRANGEMENTS FOR THE AGM IN LIGHT OF COVID-19

The Company is closely monitoring the COVID-19 situation, including The Government of the HKSAR Government measures, and will continue to do so in the lead up to the AGM.

In light of the current HKSAR Government measures on staying at home and away from others (social distancing) to reduce the transmission of COVID-19, Shareholders are advised not to attend the meeting in person this year if the measures remain in place. As such, the Board encourages all Shareholders to exercise their rights to vote at the AGM by appointing the chairman of the AGM as their proxy.

To safeguard the health and safety of Shareholders who might be attending the AGM in person, the Company will also implement the following measures at the AGM:

- (1) Compulsory temperature screening/checks
- (2) Wearing of surgical face mask (please bring your own)
- (3) No provision of refreshments or drinks

LETTER FROM THE BOARD

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

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

Yours faithfully,
By order of the Board
Sinic Holdings (Group) Company Limited
ZHANG Yuanlin
Chairman

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Buy-back Mandate.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their Shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,570,187,000 Shares. Subject to the passing of the ordinary resolution for buy-back of Shares and on the basis that no further new Shares are issued or bought-back up to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 357,018,700 Shares, representing 10% of the total issued Shares as at the date of the passing of the ordinary resolution for buy-back of Shares.

3. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

4. FUNDING OF BUY-BACK OF SHARES

Any buy-back of the Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Buy-back may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital of the Company. Any premium payable on a share buy-back over the par value of the Shares to be bought back must be provided for either out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Law, out of capital of the Company.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2020 in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	HK\$	HK\$
2020		
April	4.32	4.03
May	4.25	3.98
June	4.36	4.01
July	4.26	3.98
August	4.14	3.98
September	4.10	3.92
October	4.55	3.93
November	4.37	3.88
December	4.18	3.99
2021		
January	4.36	3.98
February	4.11	3.79
March	4.22	3.86
April (up to and including the Latest Practicable Date)	4.36	3.82

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Buy-back Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of buy-back pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, are set out below:

Name	Capacity	Number of Shares held	Approximate percentage of shareholding	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full
Mr. Zhang Yuanlin ("Mr. Zhang")	Founder of trusts ^(Note 1, 2)	2,970,000,000	83.19%	92.43%
TMF (Cayman) Ltd.	Trustee of a trust ^(Note 1)	2,820,000,000	78.99%	87.76%
Honoured Ever Oriental Holdings Limited	Interest of controlled corporation ^(Note 1)	2,820,000,000	78.99%	87.76%
Xin Hong Company Limited ("Xin Hong")	Interest of controlled corporation ^(Note 1)	2,820,000,000	78.99%	87.76%
Sinic Group Company Limited ("Sinic Group")	Interest of controlled corporation ^(Note 1)	2,820,000,000	78.99%	87.76%
Sinic Holdings Group Company Limited ("Sinic Holdings")	Beneficial owner ^(Note 1)	2,820,000,000	78.99%	87.76%
Ms. Wu Chengping	Interest of spouse ^(Note 3)	2,970,000,000	83.19%	92.43%

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

Notes:

- (1) The entire issued share capital of Sinic Holdings is held by Sinic Group, which in turn is wholly owned by Xin Hong. Xin Hong is wholly owned by Honoured Ever Oriental Holdings Limited, the holding vehicle of TMF (Cayman) Ltd. TMF (Cayman) Ltd. is the trustee of The Honoured Ever Trust, a discretionary trust established by Mr. Zhang as settlor, the beneficiaries of which are Mr. Zhang and Mr. Zhang's family members. Accordingly, each of Mr. Zhang, TMF (Cayman) Ltd., Honoured Ever Oriental Limited, Xin Hong and Sinic Group is deemed under the SFO to be interested in the Shares held by Sinic Holdings.
- (2) Xin Heng Company Limited ("**Xin Heng**") is a beneficial owner of 150,000,000 Shares, representing approximately 4.20% of the issued share capital of the Company. The entire issued share capital of Xin Heng is held by Glory Victory Holdings Limited, the holding vehicle of TMF Trust (HK) Limited. TMF Trust (HK) Limited is the trustee of The Glory Employee Benefit Trust, a discretionary trust set up by Mr. Zhang as settlor for the purpose of a share incentive scheme, for the benefit of employees of the Group. Accordingly, Mr. Zhang is deemed under the SFO to be interested in the Shares held by Xin Heng.
- (3) Ms. Wu Chengping is the spouse of Mr. Zhang. Under the SFO, Ms. Wu Cheungping is deemed to be interested in the same Shares in which Mr. Zhang is interested.

If the Buy-back Mandate is fully exercised, then the total number of Shares which will be bought-back pursuant to the Buy-back Mandate shall be 357,018,700 Shares (being 10% of the issued share capital of the Company). The percentage shareholding of the interests of each of the above Shareholders would be increased to approximately the percentages as set out opposite their respective names in the table above. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have current intention to exercise any power to buyback Shares to such extent that would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

As disclosed in the Prospectus and the announcements of the Company dated 14 November and 9 December 2019, the Stock Exchange has granted the Company a waiver from strict compliance with the requirements of Rule 8.08(1)(a) of the Listing Rules, pursuant to which the public float of the Company may fall below 25% of the issued share capital of the Company, to allow a minimum public float of the Company to be 16.81%. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

10. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding up to the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.

1. Mr. Tam Chi Choi

Mr. Tam Chi Choi (譚志才), aged 56, was appointed as an independent non-executive Director on 26 August 2019. Mr. Tam has over 33 years of accounting and finance experience. He began his career at KPMG Peat Marwick from August 1987 to April 1991 and his last position was audit supervisor. He worked as an accounting manager of Kosonic Industries Company Limited from May 1991 to July 1992 and as a deputy accounting manager of Applied Electronics (OEM) Limited from December 1992 to July 1994. From August 1994 to November 2015, he worked at the listing division of the Stock Exchange and his last position was vice president. From November 2015 to October 2017, he served as a director of the quality and risk control division of CCB International Capital Limited. He was the responsible officer of Proton Capital Limited from February 2018 to September 2018. He has served as a corporate finance director of Eric Chow & Co. in association with Commerce and Finance Law Offices since September 2018.

In addition, Mr. Tam was appointed as an independent non-executive director of Datang Group Holdings Limited (stock code: 2117) since November 2020, a company mainly engaged in property development. Meanwhile, Mr. Tam has been appointed as independent non-executive director of Helenbergh China Holdings Limited (海倫堡中國控股有限公司), a company mainly engaged in property development, since March 2021.

Mr. Tam obtained an honors diploma in accounting from Hong Kong Baptist College in July 1987 and a master's degree in business administration from the University of Canberra in Australia in December 2002. He became a fellow of the Chartered Association of Certified Accountants and the Hong Kong Institute of Certified Public Accountants in October 1995 and October 2000, respectively. Mr. Tam was a committee member of the ACCA Hong Kong Committee from 2003 to 2008.

Save as disclosed above, Mr. Tam held no other directorships in any listed public companies in the last three years. Mr. Tam does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tam does not have any other interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Tam has entered into a letter of appointment with the Company for a term of 3 years from 15 November 2019, which may be terminated by not less than 1 month notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the service contract, Mr. Tam is entitled to a director's fee of RMB260,000 per annum which was determined with reference to his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions.

2. Mr. Liu Xin

Mr. Liu Xin (劉昕), aged 51, was appointed as an independent non-executive Director on 26 August 2019. Mr. Liu has served successively as an associate professor, professor and a doctoral supervisor of the Institute of Organisation and Human Resources at the School of Public Administration and Policy in Renmin University of China (中國人民大學公共管理學院組織與人力資源研究所) since February 2001. He is also a researcher at the National Academy of Development and Strategy in Renmin University of China (中國人民大學國家發展與戰略研究院) in the PRC. He has been teaching in Renmin University of China since 1997 and served successively as a lecturer and an associate professor of the School of Labour and Human Resources from June 1997 to February 2001. From August 1998 to July 1999, Mr. Liu served as a visiting scholar at Ghent University in Belgium. From August 2009 to July 2010, Mr. Liu served as a senior visiting scholar of the Fulbright Program at Harvard University in the United States. From September 2011 to December 2011, Mr. Liu served as a visiting professor of Gerald R. Ford School of Public Policy, University of Michigan in the United States. From May 2003 to October 2013, he served as a chief expert and senior partner of Beijing Boom HR Consulting Co., Ltd (北京博目企業管理顧問有限公司) and participated in the management and operation of the company. Mr. Liu is currently a deputy chairman and chief secretary of China's Association of Human Resource Management Teaching and Practicing (中國人力資源開發教學與實踐研究會). Mr. Liu obtained a bachelor's degree, a master's degree and a doctorate degree in Labour Economics from the Renmin University of China in the PRC in July 1991, June 1994 and June 1997, respectively.

Mr. Liu has been serving as an independent non-executive director of Beijing Capital Land Ltd. (首創置業股份有限公司), a company listed on the Stock Exchange (Stock Code: 2868), since December 2017.

Save as disclosed above, Mr. Liu held no other directorships in any listed public companies in the last three years. Mr. Liu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Liu does not have any other interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Liu has entered into a letter of appointment with the Company for a term of 3 years from 15 November 2019, which may be terminated by not less than 1 month notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the service contract, Mr. Liu is entitled to a director's fee of RMB260,000 per annum which was determined with reference to his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions.

General

None of the Directors to be re-elected has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The Board has received from each of Mr. Tam Chi Choi and Mr. Liu Xin a written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers Mr. Tam Chi Choi and Mr. Liu Xin to be independent under the Listing Rules.

Save as disclosed in this circular, each of the Directors to be re-elected (i) had no other relationship with any Directors or members of the senior management or substantial or controlling shareholder of the Company as of the Latest Practicable Date; and (ii) did not hold any other directorship in listed companies in the three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no other information relating to the Directors to be re-elected that should be disclosed under Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.



Sinic Holdings (Group) Company Limited

新力控股（集團）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2103)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Sinic Holdings (Group) Company Limited (the “Company”) will be held at 11:00 a.m. on Friday, 4 June, 2021 at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors of the Company (the “Directors”) and auditor for the year ended 31 December 2020.
2. To declare out of the share premium account of the Company a Final Dividend of RMB14 cents per ordinary share of the Company for the year ended 31 December 2020.
3.
 - (i) To re-elect Mr. Tam Chi Choi as an independent non-executive Director.
 - (ii) To re-elect Mr. Liu Xin as an independent non-executive Director.
 - (iii) To authorize the board (the “Board”) of Directors to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young as auditor and to authorize the Board to fix its remuneration.
5. **“THAT:**
 - (a) subject to the following provisions of this resolution, 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 of HK\$0.01 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (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 (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme 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 Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said 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 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 of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an 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 to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “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 buy back the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares to be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the 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 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 of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. **“THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares bought-back by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

By Order of the Board
Sinic Holdings (Group) Company Limited
ZHANG Yuanlin
Chairman

Hong Kong, 27 April 2021

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 1 June 2021 to Friday, 4 June 2021 both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar 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 for registration not later than 4:30 p.m. on Monday, 31 May 2021.

For the purpose of determining the shareholders’ entitlement to the proposed Final Dividend, the register of members of the Company will be closed from Wednesday, 8 September 2021 to Friday, 10 September 2021, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s share registrar 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 for registration not later than 4:30 p.m. on Tuesday, 7 September 2021.

NOTICE OF ANNUAL GENERAL MEETING

2. A member of the Company entitled to attend and vote at the meeting 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.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 11:00 a.m. on Wednesday, 2 June 2021).
5. With respect to resolution numbered 3 of this notice, Mr. Tam Chi Choi and Mr. Liu Xin shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated 27 April 2021.
6. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.
7. If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning is in force at or after 10:00 a.m. on the date of the meeting, the meeting will be postponed or adjourned to such date, time and place as the Board may decide and announce by issuing further announcement.
8. As at the date of this notice, the Board of Directors of the Company comprises Mr. ZHANG Yuanlin and Ms. TU Jing as executive Directors, and Mr. TAM Chi Choi, Mr. AU YEUNG Po Fung and Mr. LIU Xin as independent non-executive Directors.