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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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sanxun Holdings Group Limited, you should at once hand this circular, together with the enclosed 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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Sanxun Holdings Group Limited
三巽控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6611)

PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Sanxun Holdings Group Limited to be held at Building 3, Hongqiao Jiahui, Lane 928, Shenhong Road, Minhang District, Shanghai, China on Friday, 24 June 2022 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to/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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 22 June 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.sanxungroup.com).

29 April 2022

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Building 3, Hongqiao Jiahui, Lane 928, Shenhong Road, Minhang District, Shanghai, China on Friday, 24 June 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Sanxun Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong and Macau Special Administrative Regions of the PRC and Taiwan
“Chuzhou Jiarui”	Chuzhou Jiarui Investment Development Co., Ltd.* (滁州嘉瑞投資發展有限公司), a limited company established under the laws of the PRC on August 23, 2012 and an indirect subsidiary of our Company, held as to 60% by Chuzhou Sanxun and 40% by Anhui Yazhu Diamond Co., Ltd.* (安徽亞珠金剛石股份有限公司)
“Chuzhou Sanxun”	Chuzhou Sanxun Real Estate Co., Ltd.* 滁州三巽置業有限公司, a limited company established under the laws of the PRC on March 31, 2010 and an indirect wholly-owned subsidiary of our Company
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Lixin Sanxun”	Lixin Sanxun Real Estate Co., Ltd.* (利辛縣三巽置業有限公司), a limited company established under the laws of the PRC on May 26, 2016 and an indirect wholly-owned subsidiary of our Company
“RMB”	the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HKD0.00001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent.

* *For identification purpose only*



Sanxun Holdings Group Limited
三巽控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6611)

Executive Directors:

Mr. Qian Kun (*Chairman*)

Ms. An Juan

Mr. Wang Zizhong

Mr. Zhang Xiaohui

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Chen Sheng

Mr. Zhou Zejiang

Mr. Chan Ngai Fan

Headquarter and Principal Place of

Business In the PRC

Block 3, Hongqiao Jiahui

Lane 928, Shenhong Road

Minhang District, Shanghai

PRC

Principal Place of Business in

Hong Kong:

46/F, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

29 April 2022

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 24 June 2022.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr. Wang Zizhong, Mr. Zhang Xiaohui and Mr. Zhou Zejiang shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The nomination committee (the “**Nomination Committee**”) of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s board diversity policy and director nomination policy and the Company’s corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

Pursuant to a resolution passed by our then Shareholders on 23 June 2021, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 67,552,900 Shares based on 675,529,000 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of passing of the proposed ordinary resolution).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to a resolution passed by our then Shareholders on 23 June 2021, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 135,105,800 Shares based on 675,529,000 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of passing of the proposed ordinary resolution). In addition, a separate ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.sanxungroup.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at 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, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 22 June 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of the Board
Sanxun Holdings Group Limited
Qian Kun
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

- (1) **Mr. Wang Zizhong (王子忠)**, aged 49, was appointed as our executive Director on September 5, 2019. Mr. Wang is responsible for the overall management of our subsidiaries located in Anhui Province. Mr. Wang has over 10 years of experience in construction and real estate industries. He joined our Group in March 2010 as a project general manager in Chuzhou Sanxun and was promoted to the position of general manager in August 2012 and vice president in May 2018. He is serving as a director in several of our subsidiaries including Chuzhou Jiarui and Lixin Sanxun.

Mr. Wang obtained a diploma in building construction and management from The Open University of China (國家開放大學) in the PRC in July 2017. Mr. Wang was the executive director of Chuzhou Dinglong Real Estate Co., Ltd. (滁州鼎隆置業有限公司), a company established in the PRC and deregistered on February 1, 2019.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Wang did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wang (i) has no other relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. Wang entered into a service contract with the Company for a term of three years commencing from 16 July 2021 and may be terminated by either party by giving not less than three calendar months' notice in writing. He is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. Wang is entitled to remuneration of RMB564,000 per annum determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there is no other information relating to Mr. Wang that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (2) **Mr. Zhang Xiaohui (章曉輝)**, aged 47, was appointed as our executive Director on 5 September 2019. Mr. Zhang joined our Group as a vice president of Chuzhou Sanxun in March 2014 and is responsible for cost management of our Group as well as our property development projects located in the cities of Chuzhou, Hefei, Huainan and Anqing in Anhui Province. He is serving as a director in several of our subsidiaries including Lixin Sanxun Jiantou. Mr. Zhang has over 25 years of business management experience. Prior to joining our Group, he was the deputy director of Anhui Dingcheng Certified Public Accountants (安徽鼎誠會計師事務所) (currently known as Anhui Tongsheng Certified Public Accountants Ltd. (安徽同盛會計師事務所有限公司)) from August 1995 to July 2001, where he provided engineering costs consultation services. From August 2001 to June 2009, he served as the deputy manager of the engineering audit center of Huapu Tianjian Certified Public Accountants (華普天健會計師事務所(特殊普通合夥)安徽分所) and was responsible for technical review of engineering costs and consultation business. From July 2009 to January 2012, Mr. Zhang served as a cost manager of Hefei Winbond Group Co., Ltd. (合肥華邦集團有限公司) and was responsible for the cost management of the group. He became the general manager of the Chuzhou branch of Hefei Winbond Group Co., Ltd. from November 2012 to February 2014, where he was responsible for project management in the city of Chuzhou in Anhui Province.

Mr. Zhang has been the rotating director of Anhui Commerce Association of Real Estate (安徽省房地產商會) since April 2019. He obtained a bachelor degree in construction engineering from Anhui Jianzhu and Engineering College (安徽建築工業學院) (currently known as Anhui Jianzhu University (安徽建築大學)) in July 1995. Mr. Zhang obtained a certificate of certified public valuer from the Ministry of Finance of the PRC (中華人民共和國財政部) in 1999 and a lawyer qualification and a certificate in legal practice from the Ministry of Justice (中華人民共和國司法部) and Department of Justice of Anhui Province (安徽省司法廳) in 2001 and 2003, respectively. He was accredited as a cost engineer by the Ministry of Construction of the PRC (中華人民共和國建設部) (currently known as the Ministry of Housing and Urban-Rural Department of the PRC (中華人民共和國住房和建設部)) in 2001. He was also accredited as a registered consulting engineer, a real estate appraiser and a registered constructor by the Personnel Department of Anhui Province (安徽省人事廳) in 2004, 2005 and 2006, respectively.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Zhang did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang (i) has no other relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. Zhang entered into a service contract with the Company for a term of three years commencing from 16 July 2021 and may be terminated by either party by giving not less than three calendar months' notice in writing. He is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. Zhang is entitled to remuneration of RMB864,000 per annum determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there is no other information relating to Mr. Zhang that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (3) **Mr. Zhou Zejiang (周澤將)**, aged 38, was appointed as our independent non-executive Director on October 2, 2019 and he is responsible for providing independent advice on the operations and management of our Group. He has over nine years of experience in accounting and finance management. Since June 2011, Mr. Zhou has been teaching accounting in Anhui University (安徽大學) in the PRC. He first joined Anhui University as a lecturer from June 2011 to November 2013. He then became an associate professor from December 2013 to November 2017 and has been a professor since December 2017. Mr. Zhou has served as an independent director of Earth-Panda Advanced Magnetic Material Co., Ltd. (安徽大地熊新材料股份有限公司) since December 2015. In addition, Mr. Zhou Zejiang holds directorships in the following listed companies:

Period of services	Name of company	Principal business	Place of listing and stock code	Position
January 2015 to August 2020	Anhui Ankai Automobile Co., Ltd. (安徽安凱汽車股份有限公司)	Manufacture of coaches and automotive components	Shenzhen Stock Exchange (stock code: 000868)	Independent director
April 2015 to April 2021	Wuhu Conch Profiles and Science Co., Ltd. (蕪湖海螺型材科技股份有限公司)	Manufacture of profiles	Shenzhen Stock Exchange (stock code: 000619)	Independent director
January 2016 to April 2020	Anhui Annada Titanium Industry Co., Ltd. (安徽安納達鈦業股份有限公司)	Manufacture and sale of titanium dioxide	Shenzhen Stock Exchange (stock code: 002136)	Independent director

APPENDIX I

DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING

Period of services	Name of company	Principal business	Place of listing and stock code	Position
November 2016 to December 2019	Anhui Anke Biotechnology (Group) Co., Ltd. (安科生物工程(集團)股份有限公司)	Research, development and manufacture of genetic engineering drugs	Shenzhen Stock Exchange (stock code: 300009)	Independent director
March 2016 to present	Earth-Panda Advance Magnetic Material Co., Ltd. (安徽大地熊新材料股份有限公司)	Production of magnetic material	Shanghai Stock Exchange (stock code: 688077)	Independent director
January 2020 to present	GuoYuan Securities Co., Ltd. (國元證券股份有限公司)	Securities brokerage, investment, underwriting, financing, and securities asset management services	Shenzhen Stock Exchange (stock code: 000728)	Independent director
October 2020 to present	Anhui Xinhua Distribution Group Holding Co., Ltd. (安徽新華傳媒股份有限公司)	Books publishing, digital distributions publishing, audio visual products publishing, and other publishing services	Shanghai Stock Exchange (stock code: 601801)	Independent director

Mr. Zhou obtained a bachelor degree in accounting from Changchun Taxation College (長春稅務學院) in the PRC in July 2005. Mr. Zhou also obtained a master degree in accounting and a doctor in accounting from Xiamen University (廈門大學) in the PRC in June 2008 and June 2011, respectively.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Zhou did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhou (i) has no other relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. Zhou entered into a letter of appointment with the Company for a period of three years commencing from 16 July 2021 and may be terminated by either party by giving not less than three calendar months' notice in writing. He is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. Zhou is entitled to remuneration of RMB144,000 per annum determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there is no other information relating to Mr. Zhou that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 675,529,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of passing of the proposed ordinary resolution and no further Shares are issued or bought back before the Annual General Meeting, i.e. being 675,529,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 67,552,900 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share 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.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from 19 July 2021 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	4.79	4.75
August	5.88	4.00
September	4.72	4.20
October	4.72	4.16
November	4.52	3.78
December	4.50	2.50
2022		
January	3.38	2.65
February	3.03	2.80
March	2.95	1.86
April (up to the Latest Practicable Date)	2.90	2.73

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes 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 thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Company, as at the Latest Practicable Date, Mr. Qian Kun and Ms. An Juan, the controlling shareholders (the "**Controlling Shareholders**") of the Company, together with the companies controlled by them will be entitled to exercise voting rights of 64.3% of the total number of Shares in issue as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to buy back the Shares pursuant to the Share Buy-back Mandate which is proposed to be granted, the voting power of Controlling Shareholders would be increased to approximately 71.5% of the then total number of Shares of the Company in issue. The Directors are not aware of such an increase would give rise to an obligation to make a mandatory offer under the Takeovers Code if the Share Buy-back Mandate was to be exercised in full.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



Sanxun Holdings Group Limited

三巽控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6611)

Notice is hereby given that the Annual General Meeting of Sanxun Holdings Group Limited (the “**Company**”) will be held at Building 3, Hongqiao Jiahui, Lane 928, Shenhong Road, Minhang District, Shanghai, China on Friday, 24 June 2022 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Wang Zizhong as an executive director of the Company.
 - (b) To re-elect Mr. Zhang Xiaohui as an executive director of the Company.
 - (c) To re-elect Mr. Zhou Zejiang as an independent non-executive director of the Company.
3. To authorize the board of directors to fix the respective directors’ remuneration.
4. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes 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 laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors 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 during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) 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 of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes 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 laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
Sanxun Holdings Group Limited
Qian Kun
Chairman

Hong Kong, 29 April 2022

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at 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, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Wednesday, 22 June 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share 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, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 June 2022.
5. A circular containing further details concerning items 2, 5 and 6 set out in the above notice will be sent to all shareholders of the Company together with the 2021 Annual Report.
6. If a tropical cyclone warning signal number 8 or above or is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning is/are in force within a period of two (2) hours before the commencement of the Annual General Meeting, the Annual General Meeting will not be held on 24 June 2022 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. "Business Day", in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting of the Company:
 - (i) Compulsory temperature screening/checks
 - (ii) Submission of Health Declaration Form
 - (iii) Wearing of surgical face mask
 - (iv) No provision of refreshments or drinks, and no handing out of corporate gifts or gift coupons

The Company would like to remind attendees that they should carefully consider the risks of attending the Annual General Meeting, taking into account their own personal circumstances. Attendees who do not comply with the precautionary measures referred to in (i) to (iii) above may be denied entry to the Annual General Meeting venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.

The Company will keep the evolving COVID-19 situation under review and may implement and/or announce additional measures before the date of the Annual General Meeting.

As at the date of this notice, the board of the Company consists of Mr. Qian Kun, Ms. An Juan, Mr. Wang Zizhong and Mr. Zhang Xiaohui, being the executive directors of the Company, and Mr. Chen Sheng, Mr. Zhou Zejiang and Mr. Chan Ngai Fan, being the independent non-executive directors of the Company.