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盛源控股有限公司

SHENG YUAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 851)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of an annual general meeting of Sheng Yuan Holdings Limited (the “**Company**”) dated 13 May 2022 (the “**Initial Notice**”), by which the Company convenes an annual general meeting to be held at Meeting Room, 26/F, No. 238 Des Voeux Road Central, Sheung Wan, Hong Kong at 10:00 a.m. on Tuesday, 14 June 2022 and this supplemental notice shall be read together with the Initial Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that ordinary resolution numbered 2 in the Initial Notice regarding the re-election of retiring directors of the Company (the “**Directors**”) be deleted in its entirety and replaced by the following:

2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) To re-elect Mr. Ma Baojun as a non-executive director of the Company;
 - (b) To re-elect Mr. Zhou Quan as an executive director of the Company;
 - (c) To re-elect Mr. Huang Shuanggang as a non-executive director of the Company;
 - (d) To re-elect Mr. Zhang Jinfan as an independent non-executive director of the Company; and
 - (e) To authorize the board of directors of the Company to fix their remuneration;

By order of the Board
Sheng Yuan Holdings Limited
Zhou Quan
Executive Director

Hong Kong, 26 May 2022

Principal place of business in Hong Kong:

26/F

No. 238 Dex Voeux Road Central

Sheung Wan

Hong Kong

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Notes:

1. The resolutions set out in the Initial Notice (save for resolution no. 2 as described above in this notice) remain unchanged. For details of the resolutions to be considered at the annual general meeting (the “**Meeting**”), the closure of share register of members, eligibility for attending the Meeting, registration procedures for attending the Meeting, appointment of proxy and other relevant matters, please refer to the Initial Notice and the circular of the Company dated 13 May 2022 and/or this supplemental notice of the Meeting and the announcement of the Company dated 20 May 2022.
2. A member entitled to attend and vote at the Meeting convened by the Initial Notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s Hong Kong branch share registrar (the “**Share Registrar**”), Tricor Tengis Limited, at Level 54, 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 holding the Meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company (“**Shareholder(s)**”) from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish.
4. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 8 June 2022 (the “**Closing Time**”).
5. Where there are joint registered holders of any share of HK\$0.05 each in the capital of the Company (“**Share**”), any one such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting 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 Shares shall alone be entitled to vote in respect thereof.

6. Since the proxy form (the “**Initial Proxy Form**”) sent together with the Initial Notice was revised in proposed ordinary resolution 2 as set out in this supplemental notice of the Meeting, a new proxy form (“**Revised Proxy Form**”) has been prepared and sent along with this supplemental notice.
7. A Shareholder who has not yet lodged the Initial Proxy Form with the Share Registrar, is requested to lodge the Revised Proxy Form if he/she/it wishes to appoint another person as his/her/its proxy to attend and vote at the Meeting on his/her/its behalf. In this case, the Initial Proxy Form should not be lodged with the Share Registrar.
8. A Shareholder who has already lodged the Initial Proxy Form with the Share Registrar should note that:
 - (i) if no Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Initial Proxy Form will be treated as a valid proxy form lodged by him/her/it if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she/it may be directed under the Initial Proxy Form, and in respect of the proposed ordinary resolution no. 2 as set out in this supplemental notice of the Meeting, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution; or
 - (ii) if the Revised Proxy Form is lodged with Share Registrar before the Closing Time, the Revised Proxy Form will revoke and supersede the Initial Proxy Form previously lodged by the Shareholder. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed; or
 - (iii) if the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, the Revised Proxy Form will be deemed invalid. The Initial Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she/it may be directed under the Initial Proxy Form, and in respect of the proposed ordinary resolution no. 2 as set out in this supplemental notice of the Meeting, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution. Accordingly, Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. If such Shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.
9. With respect to the proposed resolution no. 2(a) as set out in this supplemental notice of the Meeting, Mr. Ma Baojun, appointed by the Board as a non-executive Director on 20 May 2022 to fill a casual vacancy following the resignation of Mr. Liu Zilei, shall retire from office of directorship and shall offer himself for re-election in accordance with the bye-laws of the Company. Details of Mr. Ma Baojun which are required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange are set out in the announcement of the Company dated 20 May 2022 and also in the Appendix to this supplemental notice. The details for other retiring Directors proposed to be re-elected at the Meeting as set out in the proposed resolution no. 2 (b) to (d) are set out in the circular of the Company dated 13 May 2022.
10. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
11. In case of inconsistency between the Chinese and the English text hereof, the English text shall prevail.

As at the date of this announcement, the Board consists of Mr. Zhou Quan and Mr. Zhao Yun (all being executive directors), Mr. Ma Baojun and Mr. Huang Shuanggang (all being non-executive directors), Mr. Zhang Jinfan, Ms. Wen Han Qiuzi and Ms. Huang Qin (all being independent non-executive directors).

APPENDIX

The biographical details of Mr. Ma are set out as follows:

Mr. Ma Baojun (馬寶軍), aged 59, holds a bachelor's degree in arts from South-Central Minzu University (中南民族大學) (Hubei, the People's Republic of China) and an EMBA from the National University of Singapore (Singapore). He is a senior economist.

Mr. Ma has served as an external supervisor of Bank of Zhengzhou Co., Ltd., a company listed on The Stock Exchange of Hong Kong Limited (stock code: 6196), since January 2018. Mr. Ma is also currently a director and a minor shareholder (3.17% of both shares and voting rights) of Yuanyin Holdings Limited, a substantial shareholder of the Company. Mr. Ma has extensive experience in finance field. He has served as the chairman and general manager of Henan Songshan Technology and Innovation Fund Management Co., Ltd (河南嵩山科技創新基金管理有限公司) since December 2016, an executive director and general manager of Deyou (Hainan) Investment Co., Ltd. (德祐(海南)投資有限公司) since February 2021, and the chairman and general manager of Beijing Muse Financial Service Asset Management Co., Ltd (北京繆斯金服資產管理有限公司) since May 2021.

Mr. Ma has entered into a contract of appointment with the Company, pursuant to which he is entitled to a Director's fee of HK\$10,000 per month for a term of one year. Mr. Ma's directorship is subject to rotation and re-election at general meetings of the Company in accordance with the bye-laws of the Company. The emoluments were mutually agreed upon between the Board and Mr. Ma with reference to his duties and responsibilities towards the Company and prevailing market conditions. Such emoluments are subject to review by the Board from time to time pursuant to the power conferred on it at the annual general meeting of the Company.

Save as disclosed above, Mr. Ma (i) does not hold any position with any other member of the Group; (ii) does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders; (iii) has not held any directorship in any other listed companies in the past three years; and (iv) does not have any interests in shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, there is no other information relating to Mr. Ma that is required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and no other matter in relation to his appointment that needs to be brought to the attention of the Shareholders.