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

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**If you are in any doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sansheng Holdings (Group) Co. Ltd., you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**三盛控股**

Sansheng Holdings (Group) Co. Ltd.

**Sansheng Holdings (Group) Co. Ltd.**

**三盛控股（集團）有限公司**

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

**(Stock Code: 2183)**

**SUPPLEMENTAL CIRCULAR  
RE-ELECTION OF AN INDEPENDENT  
NON-EXECUTIVE DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular of the Shareholders dated 28 July 2022 and the notice convening the Annual General Meeting dated 28 July 2022 as set out on pages 14 to 19 of the above mentioned circular. A supplemental notice convening the Annual General Meeting is set out on pages 8 to 9 of this supplemental circular. A Second Proxy Form for use at the Annual General Meeting is also enclosed. Such Second Proxy Form is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.sansheng.hk](http://www.sansheng.hk)), respectively. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish.

5 August 2022

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## DEFINITIONS

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

“Announcement”	the announcement of the Company 1 August 2022 in relation to the appointment of an independent non-executive Director
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Zhiyuan Conference Room on 6th Floor, Sansheng Group Building, Block 8, 18 Xinghong Road, Minhang District, Shanghai, the PRC on Friday, 26 August 2022 at 11:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Branch Share Registrar”	Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Board”	the board of Directors
“Circular”	the circular of the Company dated 28 July 2022 in respect of the matters to be considered at the AGM
“Company”	Sansheng Holdings (Group) Co. Ltd., a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“First Proxy Form”	the proxy form which was despatched to the Shareholders on 28 July 2022 together with the Circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	2 August 2022, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company

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## DEFINITIONS

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“Notice”	The notice of the Annual General Meeting as set out on pages 14 to 19 of the Circular
“PRC”	the People’s Republic of China, and for the purpose of this supplemental circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Remuneration Committee”	the remuneration committee of the Company
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Second Proxy Form”	the proxy form which will be despatched to the Shareholders together with this supplemental circular
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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LETTER FROM THE BOARD

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# 三盛控股

Sansheng Holdings (Group) Co. Ltd.

**Sansheng Holdings (Group) Co. Ltd.**

**三盛控股(集團)有限公司**

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

**(Stock Code: 2183)**

*Executive Directors:*

Mr. Lin Rongbin

Ms. Cheng Xuan

*Non-executive Directors:*

Mr. Zhou Tao David

Mr. Zhang Jingui

*Independent non-executive Directors:*

Mr. Wong Heung Ming Henry

Mr. Pan Dexiang

Mr. Zhu Hongchao

*Registered office:*

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and Principal place  
of business in Hong Kong:*

Room 3207

The Gateway Tower 6

Tsim Sha Tsui

Kowloon, Hong Kong

5 August 2022

*To the Shareholders*

Dear Sir or Madam

**SUPPLEMENTAL CIRCULAR  
RE-ELECTION OF AN INDEPENDENT  
NON-EXECUTIVE DIRECTOR  
AND**

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement.

This supplemental circular should be read together with the Circular and the Notice. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Circular and the Notice.

The purpose of this supplemental circular is to give you the supplemental notice of the Annual General Meeting and to provide you with further information regarding the resolution to be proposed at the AGM for approving the re-election of an independent non-executive Director at the AGM to enable Shareholders to make an informed decision on whether to vote for or against such resolution.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

As at the date of the Circular, the Board comprised of two executive Directors, namely Mr. Lin Rongbin (Chairman) and Ms. Cheng Xuan (Chief Executive Officer); two non-executive Directors, namely Mr. Zhou Tao David and Mr. Zhang Jingui; and two independent non-executive Directors, namely Mr. Pan Dexiang and Mr. Zhu Hongchao.

Subsequent to the despatch of the Circular and as disclosed in the Announcement, Mr. Wong Heung Ming Henry (“**Mr. Wong**”) was appointed as an independent non-executive Director with effect from 1 August 2022. In accordance with Article 83 of the Articles of Association, Mr. Wong shall hold office only until the next following general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. Wong shall retire from office as an independent non-executive Director at the AGM, and being eligible, has offered himself for re-election at the AGM. As a result, there are now five retiring directors standing for re-election as Directors at the AGM, namely, Ms. Cheng Xuan, Mr. Pan Dexiang, Mr. Zhou Tao David, Mr. Zhang Jingui, and Mr. Wong Heung Ming Henry. The resolution relating to the re-election of Mr. Wong as an independent non-executive Director will be proposed under item 5 of the supplemental notice of the AGM.

Details of Ms. Cheng Xuan, Mr. Pan Dexiang, Mr. Zhou Tao David and Mr. Zhang Jingui have been set out in Appendix I in the Circular, while details of Mr. Wong are set out in the Appendix I to this supplemental circular. The biography of Mr. Wong set out in Appendix I to this circular indicates how he contributes to the diversity of the Board and the perspectives, skills and experience he can bring to the Board.

Mr. Wong has given a confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Nomination Committee assessed and reviewed the independence of Mr. Wong. The Nomination Committee and the Board are of the view that the retiring independent non-executive Director, Mr. Wong, has satisfied all the criteria for independence set out in rule 3.13 of the Listing Rules.

The Nomination Committee has also reviewed and considered Mr. Wong’s experience, skills, and knowledge, and recommended to the Board that the re-election Mr. Wong be proposed for Shareholders’ approval at the Annual General Meeting.

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Notice and the First Proxy Form despatched together with the Circular do not contain the proposed resolution in relation to the re-election of Mr. Wong as an independent non-executive Director as set out in this supplemental circular, a supplemental notice and the Second Proxy Form are enclosed with this supplemental circular to include such proposed resolution.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the Second Proxy Form in accordance with the instructions printed thereon and return the Second Proxy Form to the 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 but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

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## LETTER FROM THE BOARD

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A Shareholder who has not yet lodged the First Proxy Form with the Branch Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Branch Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Branch Share Registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Branch Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.** The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the re-election of Mr. Wong as an independent non-executive Director as set out in this supplemental circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) **If the Second Proxy Form is lodged with the Branch Share Registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.**
- (iii) **If the Second Proxy Form is lodged with the Branch Share Registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Branch Share Registrar.** Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Branch Share Registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

### RECOMMENDATION

The Directors consider the proposed re-election of Mr. Wong as an independent non-executive Director is in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I to this supplemental circular.

Yours faithfully,  
By order of the Board  
**Sansheng Holdings (Group) Co. Ltd.**  
**Lin Rongbin**  
*Chairman*



*Set out below are the biographical details of the additional Retiring Director, who being eligible, has offered himself for re-election at the Annual General Meeting.*

**Mr. Wong Heung Ming Henry** (“**Mr. Wong**”), aged 53, has been served as an independent non-executive director of Helens International Holdings Company Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 9869), since August 2021. On 26 April 2002, Mr. Wong was also appointed as an independent non-executive director of Ostin Technology Group Co., Ltd., a Nasdaq listed company (stock ticker: OST).

Mr. Wong is also serving as the independent non-executive director for other companies including TD Holdings, Inc (stock ticker: GLG), a Nasdaq listed company, Raffles Interior Limited (stock code: 1376), a company listed on the Main Board of the Stock Exchange, and Shifang Holding Limited (stock code: 1831), a company listed on the Main Board of the Stock Exchange, since 27 April 2021, 30 March 2020 and 8 November 2010, respectively. During 4 April 2022 to 10 June 2022, Mr. Wong was an independent non-executive director of Meihua International Medical Technologies Co., Ltd., a Nasdaq listed company (stock ticker: MHUA).

Mr. Wong has more than 29 years of experience in finance, accounting, internal controls and corporate governance in the United States, Singapore, China and Hong Kong. Prior to that, Mr. Wong was the CFO of a Nasdaq listed Company, Meten Holding Group Ltd., (formerly known as Meten EdtechX Group Ltd.) (stock ticker: METX) during May 2020 to March 2021.

Mr. Wong was also the CFO and senior finance executive of various companies including being the CFO of the Frontier Services Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0500) and the CFO of Beijing Oriental Yuhong Waterproof Technology Co., Ltd. (北京東方雨虹防水技術股份有限公司), a leading waterproof materials manufacturer in China and a company listed on the Shenzhen Stock Exchange (stock code: 002271). Mr. Wong has assisted a number of companies in foreign listing in the United States and on the Stock Exchange.

Mr. Wong began his career in an international accounting firm and moved along in the audit field by taking some senior positions both in internal and external audits including being a senior manager and a manager in PricewaterhouseCoopers, Beijing office and Deloitte Touche Tohmatsu, Hong Kong, respectively. Mr. Wong graduated from City University of Hong Kong in 1993 with a bachelor’s degree in Accountancy and also obtained a master’s degree in Electronic Commerce from The Open University of Hong Kong (now known as Hong Kong Metropolitan University) in 2003. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Mr. Wong has entered into a letter of appointment with the Company for an initial term of two years commencing from 1 August 2022, which is renewable automatically for successive terms of one year. The letter of appointment may be terminated by not less than three months’ notice in writing served by either party on the other. Mr. Wong is entitled to receive emoluments of HK\$180,000 per annum as determined by the Board with recommendation made by the Remuneration Committee and with reference to his position, level of responsibilities, the remuneration policy of the Company as well as prevailing market conditions.

As at 2 August 2022, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular, Mr. Wong does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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# 三盛控股

Sansheng Holdings (Group) Co. Ltd.

**Sansheng Holdings (Group) Co. Ltd.**

**三盛控股(集團)有限公司**

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

**(Stock Code: 2183)**

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

**REFERENCES ARE MADE TO** the circular (the “**Circular**”) of Sansheng Holdings (Group) Co. Ltd. (the “**Company**”) and the notice of the annual general meeting (the “**Meeting**”) of the Company (the “**Notice**”) both dated 28 July 2022, of which set out the time and venue of the Meeting and the resolutions to be put forward to the shareholders of the Company (“**Shareholders**”) for approval. This supplemental notice should be read together with the Notice.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Meeting will be held at Zhiyuan Conference Room on 6th Floor, Sansheng Group Building, Block 8, 18 Xinghong Road, Minhang District, Shanghai, the PRC on Friday, 26 August 2022 at 11:00 a.m. for the following purpose:

5. To re-elect Mr. Wong Heung Ming Henry as independent non-executive Director.

By order of the Board  
**Sansheng Holdings (Group) Co. Ltd.**  
**Lin Rongbin**  
*Chairman*

Hong Kong, 5 August 2022

*Registered office:*

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and Principal place  
of business in Hong Kong:*

Room 3207

The Gateway Tower 6

Tsim Sha Tsui

Kowloon, Hong Kong

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) A second proxy form (the “**Second Proxy Form**”) containing the additional ordinary resolution numbered 5 is enclosed with the supplemental circular to the Shareholders dated 5 August 2022 (the “**Supplemental Circular**”). Please refer to the section headed “**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM**” on pages 4 to 5 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- (ii) Save for the above supplemental resolution, there are no other changes to the resolutions set out in the Notice. Please refer to the Notice for details of the other ordinary resolutions to be considered at the Meeting, closure of register of members of the Company and the eligibility for attending the Meeting, proxy and other relevant matters.
- (iii) Whether or not the Shareholders are able to attend the Meeting in person, the Shareholders are required to complete the Second Proxy Form in accordance with the instructions printed thereon 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.
- (iv) The Shareholders are reminded that return of the First Proxy Form and/or the Second Proxy Form will not preclude the Shareholders from attending and voting in person at the Meeting or any adjournment thereof should they so wish.
- (v) All dates and times mentioned in this supplemental notice refer to Hong Kong dates and times.

*As at the date of this notice, the Board comprises two executive Directors, namely Mr. Lin Rongbin and Ms. Cheng Xuan; two non-executive Directors, namely Mr. Zhou Tao David and Mr. Zhang Jingui; and three independent non-executive Directors, namely Mr. Wong Heung Ming Henry, Mr. Pan Dexiang and Mr. Zhu Hongchao.*