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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 licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Shenghai 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, 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 transferee.

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中國升海集團有限公司
China Shenghai Group Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1676)

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR RE-ELECTION AND APPOINTMENT OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the EGM to be held at 12/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong, on Friday, 21 October 2022 at 2:00 p.m. (Hong Kong time) is set out on pages 10 to 11 in this circular. A proxy form for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, 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 later than 48 hours before the time appointed for the holding of the EGM. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the EGM should you so wish.

12 September 2022

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DEFINITIONS

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

“Articles”	the articles of association of the Company currently in force
“Associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than Saturday and Sunday) on which licensed banks are generally open for business in Hong Kong
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	China Shenghai Group Limited (中國升海集團有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability under the laws of the Cayman Islands, the issued Shares of which are listed on the Stock Exchange (stock code: 1676)
“Controlling shareholder(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 12/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong, on Friday, 21 October 2022 at 2:00 p.m. (Hong Kong time), a notice of which is set out on pages 10 to 11 of this circular, or any adjourned meeting thereof
“EGM Venue”	12/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 September 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
“PRC”	The People’s Republic of China, for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region and Taiwan
“Proposed Resolutions”	the proposed ordinary resolutions set out in the Requisition Notice from the Requisitionist in relation to, among others, the re-election and appointment of Directors as referred to in this circular
“Requisition”	the requisition as set out in the Requisition Notice
“Requisitionist” or “Precisely Unique”	Precisely Unique Limited, a company incorporated in the British Virgin Islands
“Requisition Notice”	the requisition notice dated 22 August 2022 and received by the Company on 23 August 2022 from the Requisitionist
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



中國升海集團有限公司

China Shenghai Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1676)

Executive Directors:

Mr. Liu Junting

Mr. Liu Rongru

Ms. Chen Chun

Independent non-executive Directors:

Mr. Liu Dajin

Mr. Lin Zhenqing

Mr. He Jian

Registered office:

Cricket Square Hutchins Drive

P.O. Box 2681 Grand Cayman,

KY1-1111 Cayman Islands

Head office in the PRC:

5th Floor, No. 5 Factory

Meixi Road, Huandong Waters

Tongan District

Huli Industrial Park Xiamen City

Fujian Province PRC

Principal place of business

in Hong Kong:

Level 7, Nan Fung Tower,

88 Connaught Road Central,

Central, Hong Kong

12 September 2022

To the Shareholders

Dear Sir/Madam,

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR RE-ELECTION AND APPOINTMENT OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (i) the information in relation to the Proposed Resolutions under the Requisition; and (ii) the notice of EGM.

LETTER FROM THE BOARD

REQUISITION BY THE REQUISITIONIST

The Board received the Requisition Notice from the Requisitionist on 23 August 2022, requesting the Board and/or the company secretary of the Company to convene and hold an extraordinary general meeting of the members of the Company for the purpose of considering the following ordinary resolutions:

1. To re-elect Mr. Liu Junting as an executive Director;
2. To re-elect Ms. Chen Chun as an executive Director;
3. To re-elect Mr. He Jian as an independent non-executive Director;
4. To appoint Mr. Lin Yiyang as an executive Director;
5. To appoint Mr. Liu Zhengping as an executive Director; and
6. To appoint Ms. Deng Yujia as an independent non-executive Director.

REASONS FOR THE PROPOSED RESOLUTIONS

The Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolutions. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect thereof.

As at the Latest Practicable Date, the Company had not received the biographies of each of the proposed directors under the Requisition, namely, Mr. Liu Junting, Ms. Chen Chun, Mr. He Jian, Mr. Lin Yiyang, Mr. Liu Zhengping and Ms. Deng Yujia. As Mr. Liu Junting, Ms. Chen Chun and Mr. He Jian are the existing Directors, their biographies are included in Appendix I to this circular solely based on the information available to the Company.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of EGM is set out on pages 10 to 11 of this circular.

A form of proxy for use in connection with the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.chinashenghaigroup.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 Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting thereof) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING AT THE EXTRAORDINARY GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the EGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the EGM will be made by the Company after the EGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

PRECAUTIONARY MEASURES FOR THE EGM

With the outbreak and spreading of the COVID-19 pandemic, the requirements for the prevention and control of its spreading should be heightened. The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights to attend and to vote at the EGM, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their rights to vote at the EGM by appointing the Chairman of the EGM as their proxy instead of attending the EGM in person. Physical attendance is not necessary for the purpose of exercising Shareholders' rights. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof should they subsequently so wish.

LETTER FROM THE BOARD

Completed proxy forms must be lodged with the Company's Hong Kong branch share registrar and transfer office Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.

Shareholders are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the EGM as their proxy.

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

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the main entrance of the EGM Venue. Any person with a body temperature above the reference range quoted by the Department of Health of Hong Kong from time to time, or is exhibiting flu-like symptoms may be denied entry into the EGM Venue and be requested to leave the EGM Venue.
- (2) Every attendee will be required to submit a completed a health declaration form prior to entering the EGM Venue.
- (3) Every attendee will be required to wear a surgical face mask throughout the EGM and sit at a distance from other attendees. Please note that no masks will be provided at the EGM Venue and attendees should wear their own masks.
- (4) No gifts, refreshments or drinks will be provided to attendees at the EGM.

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the EGM Venue or require any person to leave the EGM Venue so as to ensure the health and safety of the attendees at the EGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company's website at www.chinashenghaigroup.com for future announcements and updates on the EGM arrangements.

RECOMMENDATION

With regard to the proposed re-election of each of Mr. Liu Junting, Ms. Chen Chun and Mr. He Jian, having considered their expertise, knowledge, skills and experience as demonstrated in their biographical details set out in Appendix I and their involvement in the management of the Company, the Board is of the view that the proposed re-election is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

With regard to the proposed appointment of each of Mr. Lin Yiyang, Mr. Liu Zhengping and Ms. Deng Yujia, Shareholders should note that the Board has not received any biographies of them as at the Latest Practicable Date and therefore is not in a position to recommend on their proposed appointments and comment on whether there is any matter regarding their proposed appointments that needs to be brought to the attention of the Shareholders pursuant to the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the EGM will be closed from Tuesday, 18 October 2022 to Friday, 21 October 2022, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 17 October 2022.

RESPONSIBILITY OF DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

LANGUAGE

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

Yours faithfully,
For and on behalf of the Board
Liu Junting
Executive Director

The following are the particulars of the Directors proposed to be re-elected by the Requisitionist at the EGM solely based on the information available to the Company:

(1) Mr. Liu Junting (“Mr. Liu”)

Mr. Liu Junting (劉俊廷), aged 32, was first appointed as an independent non-execution Director on 14 January 2020 and was subsequently re-designated as an executive Director on 24 June 2022. He was a former member of each of the audit committee, remuneration committee and nomination committee of the Board until 24 June 2022. He is also an authorised representative of the Company. Mr. Liu graduated from Beijing Institute of Technology in July 2013. Before his appointment as an executive Director, Mr. Liu served as the manager of Zhuhai Lvzhou Industrial Limited, a company principally engaged in wholesale of fresh food. Since October 2019, Mr. Liu Junting was appointed as an independent non-executive director of Moody Technology Holdings Limited, a company listed on the Stock Exchange (Stock Code: 1400).

As far as the Directors are aware, Mr. Liu Junting does not have any relationship with other Directors, senior management, substantial Shareholders or Controlling shareholders.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Liu Junting was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Mr. Liu has entered into a new service agreement with the Company for a term of three years, with an entitlement to an annual salary of HK\$600,000 plus discretionary bonus which is determined by the Board on the recommendation of the remuneration committee of the Board and by reference to his duties and responsibilities and prevailing market conditions.

(2) Ms. Chen Chun (“Ms. Chen”)

Ms. Chen Chun (陳純), aged 45, was appointed as an executive Director on 24 June 2022. Ms. Chen graduated from Southwest Jiaotong University with a bachelor degree in economic law in 2000, and obtained a master degree in law (litigation law) from Sun Yat-sen University in 2004. Ms. Chen worked as an Attorney in Shenzhen Nanshan District People’s Procuratorate from 2004 to 2017. Before joining the Company, Ms. Chen was the legal director of Shenzhen Bowang Technology Co., Ltd..

Ms. Chen has entered into a service agreement with the Company for a term of three years, with an entitlement of an annual salary of HK\$480,000 which is determined by the Board on the recommendation of the remuneration committee of the Board and by reference to her duties and responsibilities and prevailing market conditions. As at the Latest Practicable Date, Ms. Chen has no interest in shares of the Company within the meaning of Part XV of the SFO.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Chen (i) has not held any directorships in other publicly listed companies in the last three years; and (ii) does not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

(3) Mr. He Jian (“Mr. He”)

Mr. He Jian (何建), aged 34, was appointed as an independent non-executive Director with effect from 1 April 2021. Mr. He graduated from South China University of Technology in 2009. From 2010 to 2020, Mr. He worked as managerial positions in various enterprises engaged in civil engineering, food processing and cultivation. Mr. He is currently the General Manager of 珠海市實建洲際實業有限公司 (Zhuhai Shijian Intercontinental Industrial Co., Ltd.).

Mr. He has entered into a service contract with the Company for a term of three years commencing from 1 April 2021, which may be terminated by not less than three months’ 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. Pursuant to the service contract, Mr. He is entitled to an annual salary of HK\$50,000.

(4) General

Save as disclosed above, there are no other matters relating to the re-election of the said Directors that are required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and no other matters need to be brought to the attention of the Shareholders.

NOTICE OF EXTRAORDINARY GENERAL MEETING



中國升海集團有限公司 China Shenghai Group Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1676)

Notice is hereby given that an EGM of China Shenghai Group Limited (the “**Company**”) will be held at 12/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on Friday, 21 October 2022 at 2:00 p.m. (Hong Kong time) for the following purposes:

ORDINARY BUSINESS

1. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - a. To re-elect Mr. Liu Juntong as an executive director of the Company;
 - b. To re-elect Ms. Chen Chun as an executive director of the Company;
 - c. To re-elect Mr. He Jian as an independent non-executive director of the Company;
 - d. To appoint Mr. Lin Yiyang as an executive director of the Company;
 - e. To appoint Mr. Liu Zhengping as an executive director of the Company; and
 - f. To appoint Ms. Deng Yujia as an independent non-executive director of the Company.
2. To authorise the board of directors of the Company to fix the respective directors’ remuneration.

By Order of the Board
China Shenghai Group Limited
Liu Juntong
Executive Director

Hong Kong, 12 September 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and 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 member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. 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 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 Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member 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.
4. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 18 October 2022 to Friday, 21 October 2022 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the EGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by not later than 4:30 p.m. (Hong Kong time) on Monday, 17 October 2022.
5. As at the date of this notice, the Executive Directors of the Company are Mr. Liu Junting, Mr. Liu Rongru and Ms. Chen Chun and the independent non-executive Directors of the Company are Mr. Liu Dajin, Mr. Lin Zhenqing and Mr. He Jian.