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

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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 Sunfonda Group Holdings Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Sunfonda Group Holdings  
**SUNFONDA GROUP HOLDINGS LIMITED**  
**新豐泰集團控股有限公司**

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

**(Stock Code: 01771)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY;  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND CONTINUOUS  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS  
SERVED MORE THAN NINE YEARS OF THE COMPANY;  
PROPOSED ADOPTION OF THE NEW MEMORANDUM  
AND ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

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A notice convening an annual general meeting of Sunfonda Group Holdings Limited to be held at Conference Room No. 2, 5/F of Office Building, Sunfonda Automobile Center, Beichen Avenue, Chanba Ecological District, Xi'an City, Shaanxi Province, The People's Republic of China on Thursday, 18 May 2023 at 10 a.m. is set out on pages 33 to 37 of this circular. A proxy form for use at the 2023 AGM is enclosed with this circular. Such 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.sunfonda.com.cn](http://www.sunfonda.com.cn)).

Whether or not you are able to attend the 2023 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar (i.e. 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 less than 48 hours before the time appointed for the holding of the 2023 AGM (i.e. not later than 10 a.m. on Tuesday, 16 May 2023) or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the 2023 AGM if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

20 April 2023

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## DEFINITIONS

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

“2023 AGM”	an annual general meeting of the Company to be held Conference Room No. 2, 5/F of Office Building, Sunfonda Automobile Center, Beichen Avenue, Chanba Ecological District, Xi’an City, Shaanxi Province, The People’s Republic of China on Thursday, 18 May 2023 at 10 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 33 to 37 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”	Sunfonda Group Holdings Limited 新豐泰集團控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, means Mr. Wu, Ms. Chiu, Golden Speed, Win Force and Top Wheel and any one of them;
“Director(s)”	the director(s) of the Company;
“Existing Memorandum and Articles of Association”	the existing Memorandum and Articles of Association of the Company adopted by a special resolution passed on 18 January 2014 and effective on 15 May 2014
“Golden Speed”	Golden Speed Enterprises Limited, an investment holding company incorporated under the laws of the British Virgin Islands on 11 January 2011, which is wholly owned by Mr. Wu and is a Controlling Shareholder;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board of this circular;

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## DEFINITIONS

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“Latest Practicable Date”	13 April 2023, 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;
“Management Trust”	a revocable discretionary trust with Cantrust (Far East) Limited as the trustee and Top Wheel as the settlor for the purposes of recognizing and rewarding the contribution and performance of certain Directors and senior management of the Group;
“Memorandum”	the memorandum of association of the Company currently in force;
“Mr. Wu”	Mr. Wu Tak Lam, the Chairman of the Company, an executive Director, a Controlling Shareholder and the husband of Ms. Chiu;
“Ms. Chiu”	Ms. Chiu Man, the chief executive officer of the Group, an executive Director, a Controlling Shareholder and the wife of Mr. Wu;
“New Memorandum and Articles of Association”	the memorandum of association and articles of association of the Company proposed to be adopted by the Shareholders at the 2023 AGM (with proposed changes set out in Appendix III to this circular and marked up against the relevant articles of the conformed version of the Existing Memorandum and Articles of Associations posted on the website of the Stock Exchange)
“Pre-IPO Share Award Scheme”	the share award scheme adopted by the Company on 8 January 2014;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board of this circular;
“RMB”	Renminbi, the lawful currency of the People’s Republic of China;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of US\$0.0001 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning as ascribed to it under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong;
“Top Wheel”	Top Wheel Limited, a limited liability company incorporated under the laws of the British Virgin Islands on 1 February 2011 and a Controlling Shareholder;
“US\$”	lawful currency of the United States;
“Westernrobust”	Westernrobust Company Limited, owned by Cantrust (Far East) Limited as a trustee pursuant to the Management Trust;
“Win Force”	Win Force Enterprises Limited, an investment holding company incorporated under the laws of the British Virgin Islands on 11 January 2011, which is wholly owned by Ms. Chiu and is a Controlling Shareholder; and
“%”	per cent.

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## LETTER FROM THE BOARD

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Sunfonda Group Holdings  
**SUNFONDA GROUP HOLDINGS LIMITED**  
**新豐泰集團控股有限公司**

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

**(Stock Code: 01771)**

*Executive Directors:*

Mr. Wu Tak Lam (*Chairman*)  
Ms. Chiu Man (*Chief Executive Officer*)  
Ms. Chen Wei  
Mr. Deng Ning

*Registered Office:*

Grand Pavilion, Hibiscus Way  
802 West Bay Road  
P.O. Box 31119  
KY1-1205  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Liu Jie  
Mr. Song Tao  
Dr. Liu Xiaofeng

*Principal Place of Business in Hong Kong:*

Suite 3, 22/F, Sino Plaza  
255-257 Gloucester Road  
Causeway Bay, Hong Kong

20 April 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY;  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND CONTINUOUS  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS  
SERVED MORE THAN NINE YEARS OF THE COMPANY;  
PROPOSED ADOPTION OF THE NEW MEMORANDUM  
AND ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2023 AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by

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## LETTER FROM THE BOARD

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adding to it the number of issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of the retiring Directors and continuous appointment of an independent non-executive Director who has served for more than nine years; and (v) the adoption of the New Memorandum and Articles of Association.

### 2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 21 June 2022, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the 2023 AGM, will lapse at the conclusion of the 2023 AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the 2023 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 60,000,000 Shares, on the basis that the total number of issued Shares, being 600,000,000 Shares, remains unchanged as at the date of the 2023 AGM) (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 120,000,000 Shares, on the basis that the total number of issued Shares, being 600,000,000 Shares, remains unchanged as at the date of the 2023 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2023 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the 2023 AGM as set out on pages 33 to 37 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS

Pursuant to Article 16.18 of the Articles of Association, Ms. Chen Wei, and Mr. Liu Jie will retire by rotation at the 2023 AGM. Pursuant to Article 16.2 of the Articles of Association, Mr. Deng Ning, who was appointed as an executive Director with effect from 9 November 2022, shall hold office until the 2023 AGM. All of the above three Directors, being eligible, will offer themselves for re-election at the 2023 AGM.

Pursuant to the code provision B.2.3 of the Corporate Governance Code set out in Part 2 of Appendix 14 to the Listing Rules, any further appointment of independent non-executive Director serving more than nine years should be subject to a separate resolution to be approved by the Shareholders.

Mr. Liu Jie has served the Board as an independent non-executive Director for more than nine years. He has made an annual confirmation of independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company (the “**Nomination Committee**”) 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, the Company’s corporate strategy, and the independence of independent non-executive Director. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors, including the aforesaid independent non-executive Director (i.e. Mr. Liu Jie), who are due to retire at the 2023 AGM. The Company considers that Mr. Liu Jie is independent in accordance with the independence guidelines set out in the Listing Rules and believes that his academic background and extensive business experience will continue to bring diversity and new perspectives to the Board for its efficient and effective functioning. A separate resolution will be proposed for Mr. Liu Jie’s re-election at the 2023 AGM in pursuance of Appendix 14 to the Listing Rules.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting. The requisite details of the above three Directors proposed to be re-elected at the 2023 AGM are set out in Appendix II to this circular.

### 4. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 14 December 2022, the Board proposes to amend the Existing Memorandum and Articles of Associations in order to, among other things, permit the Company to (i) hold hybrid general meetings and electronic general meetings; (ii) bring the Existing Memorandum and Articles of Associations in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular, the Core Shareholder Protection Standards in the updated Appendix 3 to the Listing Rules with effect from 1 January 2022; and (iii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”).



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## LETTER FROM THE BOARD

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The major Proposed Amendments are summarised as follows:

- (1) to provide for shareholders right to speak and vote at a general meeting except where a shareholder is required by the applicable rules of a designated stock exchange to abstain from voting to approve the matter under consideration;
- (2) to allow all general meetings of the Company to be held by means of telephone, electronic or other communication facilities;
- (3) to provide for shareholders right to appoint, remove and fix the remuneration of the auditor of the Company;
- (4) to provide for shareholders the right to approve voluntary winding up of the Company; and
- (5) other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

Details of the Proposed Amendments (marked-up against the Existing Memorandum and Articles of Associations) are set out in Appendix III to this circular. The Chinese translation of the Proposed Amendments is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. Prior to the passing of the special resolution at the 2023 AGM, the Existing Memorandum and Articles of Associations shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and do not contravene the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

### **5. THE 2023 AGM AND PROXY ARRANGEMENT**

The notice of the 2023 AGM is set out on pages 33 to 37 of this circular. At the 2023 AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, the re-election of the retiring Directors and continuous appointment of an independent non-executive Director who has served for more than nine years and the proposed adoption of the New Memorandum and Articles of Association.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2023 AGM. An announcement on the poll results will be made by the Company after the 2023 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. A proxy form for use at the 2023 AGM is enclosed with this circular and such proxy form is also uploaded on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.sunfonda.com.cn](http://www.sunfonda.com.cn)). Whether or not you are able to attend the 2023 AGM, please complete and sign the proxy form in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a

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## LETTER FROM THE BOARD

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notarially certified copy of such power of attorney or authority, to the Company's Hong Kong share registrar (i.e. 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 less than 48 hours before the time appointed for holding the 2023 AGM (i.e. not later than 10 a.m. on Tuesday, 16 May 2023) or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending and voting at the 2023 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

### 6. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate, the re-election of the retiring Directors and continuous appointment of an independent non-executive Director who has served for more than nine years and the adoption of the New Memorandum and Articles of Association are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2023 AGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Repurchase Mandate; Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2023 AGM; and Appendix III – Proposed Amendments to the Existing Memorandum and Articles of Association.

Yours faithfully,  
By order of the Board  
**Mr. Wu Tak Lam**  
*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2023 AGM in relation to the granting of the Repurchase Mandate.*

### **1. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares 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. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares capital was 600,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the 2023 AGM in respect of the granting of the Repurchase Mandate and on the basis that the total number of issued Shares remains unchanged as at the date of the 2023 AGM, i.e. being 600,000,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, 60,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the 2023 AGM.

### **3. FUNDING OF REPURCHASES**

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF REPURCHASES**

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 2022) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an 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 befitting the Company.

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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### **5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase 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, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Company's Controlling Shareholders were collectively interested in 437,992,600 issued Shares, representing approximately 73.00% of the total number of issued Shares. Out of these Shares, 434,183,000 Shares (being approximately 72.36% of the total number of issued Shares) are held by Top Wheel directly and 3,809,600 Shares (being approximately 0.64% of the total number of issued Shares) are held by Westernrobust.

The issued share capital of Top Wheel is owned as to 70% by Golden Speed, a corporation wholly owned and controlled by Mr. Wu, and 30% by Win Force, a corporation wholly owned and controlled by Ms. Chiu. The entire issued share capital of Westernrobust is owned by the Management Trust pursuant to the Pre-IPO Share Award Scheme. Top Wheel is the settlor of the Management Trust and possesses all voting rights attached to the unawarded Shares and awarded Shares which have not vested under the Management Trust.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate (presuming that there is no other change in the number of issued Shares), the aggregate shareholding of the above Controlling Shareholders would, based on their current shareholdings, be increased to approximately 81.11% of the total number of issued Shares immediately after the full exercise of the Repurchase Mandate. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

However, the Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the company's issued shares would be in public hands. The Directors therefore will not propose to repurchase Shares if it would result in less than the prescribed minimum percentage of Shares in public hands.

### **6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, 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 Repurchase 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 Repurchase Mandate is approved by the Shareholders.

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## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

### 7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
April	1.92	1.83
May	1.94	1.80
June	1.80	1.57
July	1.75	1.55
August	1.60	1.32
September	1.51	1.25
October	1.39	0.81
November	1.15	0.91
December	1.26	1.08
<b>2023</b>		
January	1.35	1.06
February	1.46	1.15
March	1.42	1.05
April (up to the Latest Practicable Date)	1.15	1.02

### 8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the 6 months immediately preceding the Latest Practicable Date.

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## APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM

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*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2023 AGM, are provided below.*

### (1) MS. CHEN WEI

#### **Position and experience**

**Ms. Chen Wei (陳偉)**, aged 48, was appointed as an executive director of the Company on 23 November 2018. Ms. Chen was appointed as the financial controller of the Group since May 2015. Ms. Chen has over 23 years of experience in accounting and financial management. She joined the Group in March 2007, and successively served in the following positions in the subsidiaries of the Company: the finance manager of Shaanxi Sunfonda Automobile Technology Development Co., Ltd. and Shaanxi Kaisheng Automobile Sales Services Co., Ltd. (陝西凱盛汽車銷售服務有限公司) from March 2007 to February 2009; and the finance manager of Shaanxi Sunfonda Automobile Co., Ltd. from March 2009 to April 2015. Ms. Chen graduated from Shaanxi Institute of Finance and Economics (陝西財經學院) (currently known as Xi'an Jiaotong University (西安交通大學)) in June 1996 with an associate degree in accounting.

Ms. Chen has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### **Length of service**

Pursuant to the existing service contract entered into between Ms. Chen and the Company, her current term of office is 3 years commenced from 23 November 2021, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

#### **Relationships**

As far as the Directors are aware, Ms. Chen does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or Controlling Shareholders (as defined in the Listing Rules) of the Company.

#### **Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Chen had the following interests:

- (a) Ms. Chen held beneficially 164,000 Shares.

Save as disclosed above, Ms. Chen was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

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## APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM

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### **Director's emoluments**

Ms. Chen is not entitled to receive remuneration from the Company as a Director, she is entitled to receive an annual remuneration in the amount of approximately RMB480,000 as the financial controller of the Group and a discretionary bonus. Such remuneration, including the discretionary bonus, are approved by the Board by reference to her work performance, duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company, and are not covered by the service agreement entered into between Ms. Chen and the Company for the appointment of Ms. Chen as an executive Director of the Company. She is also eligible to participate in the Pre-IPO Share Award Scheme and the share option scheme of the Company.

### **Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Ms. Chen to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Chen that need to be brought to the attention of the Shareholders.

## **(2) MR. DENG NING**

### **Position and experience**

**Mr. Deng Ning (鄧寧)**, aged 45, was appointed as an executive director of the Company on 9 November 2022. Mr. Deng has over 22 years of experience in automobile brand operation and management and extensive expertise and knowledge. Mr. Deng joined the Group in November 2011 and successively held the following management positions in the subsidiaries of the Company: sales manager of Shaanxi Sunfonda Automobile Co., Ltd. from November 2011 to June 2012; assistant to the general manager of Shaanxi Sunfonda Automobile Co., Ltd. from July 2012 to March 2015; general manager of Weinan Sunfonda Boao Automobile Sales Service Co., Ltd. from April 2015 to October 2017; general manager of Weinan Zongshen Baotai Automobile Sales Service Co., Ltd. from November 2017 to September 2019; and general manager of Xi'an Sunfonda Haibao Automobile Sales and Service Co., Ltd. from October 2019 to November 2022. Mr. Deng has been appointed as the vice president of operations of the Group with effect from 18 November 2022 and is primarily responsible for the operation management of the Group. Mr. Deng graduated from Xi'an Institute of Technology (now known as Xi'an Technological University) with a bachelor's degree in Trade and Economics in July 2000.

Ms. Deng has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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## **APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM**

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### **Length of service**

Pursuant to the existing service contract entered into between Mr. Deng and the Company, his current term of office is 3 years commencing from 9 November 2022, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

### **Relationships**

As far as the Directors are aware, Mr. Deng does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

### **Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Deng had the following interests:

- (a) Mr. Deng held beneficially 71,000 Shares.

Save as disclosed above, Mr. Deng was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

### **Director's emoluments**

Mr. Deng is not entitled to receive remuneration from the Company as a Director, he is entitled to receive an annual remuneration in the amount of approximately RMB700,000 as the vice president of operations of the Group and a discretionary bonus. Such remuneration, including the discretionary bonus, are approved by the Board by reference to his work performance, duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company, and are not covered by the service agreement entered into between Mr. Deng and the Company for the appointment of Mr. Deng as an executive Director of the Company. He is also eligible to participate in the Pre-IPO Share Award Scheme and the share option scheme of the Company.

### **Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Deng to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Deng that need to be brought to the attention of the Shareholders.



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## APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM

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### (3)    MR. LIU JIE

#### Position and experience

Mr. Liu Jie (劉傑), aged 60, was appointed as an independent non-executive director of the Company on 30 June 2012. He is also the Chairman of the Audit Committee, a member of each of the Nomination Committee, the Remuneration Committee and the Finance and Investment Committee under the Board. Mr. Liu has currently served as an independent director of Dare Power Dekor Home Co., Ltd. (大亞聖象家居股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000910) since May 2020. He has also served as an independent director of Shanghai Zhuoyue Ruixin Digital Technology Co., Ltd. (上海卓越睿新數碼科技股份有限公司) since December 2020, and an independent director of Hangzhou Ecool Information Technology Co., Ltd. (杭州衣科信息技術股份有限公司) since November 2021. Mr. Liu has been a professor and supervisor of Ph.D candidates at the School of Economics and Management of Tongji University (同濟大學) since July 2000, a professor and supervisor of Ph.D candidates at the School of Management of Fudan University (復旦大學) since April 2004, and a part-time professor and supervisor of Ph.D candidates at the School of Economics and Management of Tongji University since September 2005. Mr. Liu was an honorary professor in the Faculty of Business and Economics of the University of Hong Kong (香港大學) from September 2011 to March 2019.

From October 1995 to January 1998, Mr. Liu served as the deputy general manager of Shanghai Tongji Science & Technology Industrial Co., Ltd. (上海同濟科技實業股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600846). He served as a director of Shanghai Tongji Science & Technology Industrial Co., Ltd. from May 1997 to June 2005, an independent director of Shanghai Material Trading Co., Ltd. (上海物資貿易股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600822) from October 2001 to June 2007, an independent non-executive director of China Cyber Port (International) Company Limited (神州奧美網絡(國際)有限公司), currently known as Shentong Robot Education Group Company Limited and a company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 08206) from February 2007 to October 2008, and a director and the general manager of Shanghai Fuli Management Consulting Co., Ltd. (上海復理管理諮詢有限公司) from January 2015 to May 2018. Mr. Liu also served as an independent director of Shanghai Di'an Technology Co., Ltd. (上海締安科技股份有限公司) (a company whose shares were quoted on the National Equities Exchange and Quotations and delisted in July 2019, former stock code: 834047) from May 2015 to June 2018; an independent director of Goldcard Smart Group Co., Ltd. (金卡智能集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300349) from May 2017 to December 2018; an independent director of Zhongchang Big Data Corporation Limited, a company listed on the Shanghai Stock Exchange (stock code: 600242) from June 2017 to July 2020; an independent director of Milkyway Chemical Supply Chain Service Co., Ltd. (密爾克衛化工供應鏈服務股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (stock code 603713) from September 2015 to September 2021; an independent director of Jiangsu Changbao Steeltube Co., Ltd. (江蘇常寶鋼管股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002478) from April 2016 to April 2022; and an independent director of Tatwah Smartech Co., Ltd. (福州達華智能科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002512) from April 2016 to June 2022. Mr. Liu

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## **APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2023 AGM**

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graduated from Tongji University in Shanghai, China, majoring in industrial automation, and obtained a bachelor's degree and a master's degree in engineering in July 1987 and December 1990, respectively. He graduated from the same university majoring in management science and engineering and obtained a doctoral degree in engineering in July 1995.

Mr. Liu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

### **Length of service**

Pursuant to the letter of appointment issued by the Company to Mr. Liu, his current term of office is 3 years from 15 May 2020, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

### **Relationships**

As far as the Directors are aware, Mr. Liu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

### **Interests in Shares**

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

### **Director's emoluments**

Pursuant to the letter of appointment issued by the Company to Mr. Liu, he is entitled to receive a Director's service fee of HK\$220,000 per annum. Mr. Liu is also eligible to participate in the share option scheme of the Company. The above emolument of Mr. Liu is approved by the Board by reference to his work performance, duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company, and are covered by the letter of appointment for the appointment of Mr. Liu as an independent non-executive Director of the Company.

### **Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Liu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

*The following are the Proposed Amendments to the Existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association (showing changes to the Existing Memorandum and Articles of Association, other than consequential changes made to cross-references and numbering). Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Existing Memorandum and Articles of Association. The New Memorandum of Association and Articles of Association are prepared and written in English. As such, any Chinese translation shall be for reference only. In the event of any inconsistency, the English version shall prevail.*

**A. MEMORANDUM OF ASSOCIATION**

<b>Clause No.</b>	<b>Proposed Amendments (showing changes to Existing Memorandum and Articles of Association)</b>
Cover Page	THE COMPANIES <del>ACT</del> <u>LAW (2013 REVISION/REVISED)</u> OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES  <u>SECOND AMENDED AND RESTATED</u> MEMORANDUM AND ARTICLES OF ASSOCIATION  OF  Sunfonda Group Holdings Limited 新豐泰集團控股有限公司  ( <del>conditionally</del> <u>As</u> adopted by special resolution passed <u>at a general meeting</u> on <u>[Date]</u> <del>18-</del> <del>January 2014 and effective on the date on which the shares of the Company are listed on</del> <del>The Stock Exchange of Hong Kong Limited</del> )

Clause No.	Proposed Amendments (showing changes to Existing Memorandum and Articles of Association)
Cover Page	<p>THE COMPANIES <del>ACT</del>LAW (2013 REVISION<del>REVIS</del>ED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><u>SECOND</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</p> <p>OF</p> <p>Sunfonda Group Holdings Limited 新豐泰集團控股有限公司</p> <p>(<del>conditionally</del> <u>As</u> adopted by special resolution passed <u>at a general meeting</u> on [Date] <del>18-</del> <del>January 2014 and effective on the date on which the shares of the Company are listed on-</del> <del>The Stock Exchange of Hong Kong Limited</del>)</p>
Title	<p>THE COMPANIES <del>ACT</del>LAW (2013 REVISION<del>REVIS</del>ED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><u>SECOND</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</p> <p>OF</p> <p>Sunfonda Group Holdings Limited 新豐泰集團控股有限公司</p> <p>(<del>conditionally</del> <u>As</u> adopted by special resolution passed <u>at a general meeting</u> on [Date] <del>18-</del> <del>January 2014 and effective on the date on which the shares of the Company are listed on-</del> <del>The Stock Exchange of Hong Kong Limited</del>)</p>
2	<p>The Registered Office of the Company shall be at the offices of <u>Vistra (Cayman) Limited, Grand Pavilion, Hibiscus Way, 802 West Bay Road, P.O. Box 31119, KY1-1205, Cayman Islands -Offshore Incorporations (Cayman) Limited, Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman KY1-1112 Cayman Islands</u> or at such other place in the Cayman Islands as the Board may from time to time decide.</p>

<b>Clause No.</b>	<b>Proposed Amendments (showing changes to Existing Memorandum and Articles of Association)</b>
4	<p>Except as prohibited or limited by the Companies <del>Law (2013 Revision)</del>Act (Revised), the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies <del>Law (2013 Revision)</del>Act (Revised) and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.</p>

- | <b>Clause No.</b> | <b>Proposed Amendments<br/>(showing changes to Existing Memorandum and Articles of Association)</b>  |
|-------------------|--|
| 6                 | The share capital of the Company is US\$100,000 divided into 1,000,000,000 shares of a nominal or par value of US\$0.0001 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies <del>Law (2013 Revision)</del> <u>Act (Revised)</u> and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained. |
| 7                 | If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies <del>Law (2013 Revision)</del> <u>Act (Revised)</u> and, subject to the provisions of the Companies <del>Law (2013 Revision)</del> <u>Act (Revised)</u> and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.  |

**B. ARTICLES OF ASSOCIATION**

**Clause No. Proposed Amendments**  
**(showing changes to Existing Memorandum and Articles of Association)**

Throughout To renumber the clauses as appropriate.

All references to the “Companies Law” and “Law” in the Articles of Association are proposed to be amended to the “Companies Act” and “Act”, respectively.

Cover Page THE COMPANIES ~~ACT~~LAW (2013-REVISION~~REVISION~~) OF  
THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION

OF

Sunfonda Group Holdings Limited  
新豐泰集團控股有限公司

(~~conditionally As~~ adopted by special resolution passed at a general meeting on [Date] ~~18-~~  
~~January 2014 and effective on the date on which the shares of the Company are listed on-~~  
~~The Stock Exchange of Hong Kong Limited)~~

Title THE COMPANIES ~~ACT~~LAW (2013-REVISION~~REVISION~~) OF  
THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION

OF

Sunfonda Group Holdings Limited  
新豐泰集團控股有限公司

(~~conditionally As~~ adopted by special resolution passed at a general meeting on [Date] ~~18-~~  
~~January 2014 and effective on the date on which the shares of the Company are listed on-~~  
~~The Stock Exchange of Hong Kong Limited)~~

Clause No.	Proposed Amendments (showing changes to Existing Memorandum and Articles of Association)
2.2	<p>In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p><b>“Articles”</b> shall mean these Articles of Association and all supplementary, amended or substituted Articles for the time being in force.</p> <p><b>“Associate”</b> shall mean, in relation to any Director:</p> <ul style="list-style-type: none"><li>(i) his spouse and any of his or his spouse’s children or step-children, natural or adopted, under the age of 18 (together, the <b>“family interests”</b>);</li><li>(ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object;</li><li>(iii) any company in the equity capital of which he, his family interests, and/or any of the trustees referred to in paragraph (ii) above, acting in their capacity as such trustees, taken together are directly or indirectly interested (other than through their respective interests in the capital of the Company) so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board and any other company which is its subsidiary; and</li><li>(iv) any other persons who would be deemed to be an “associate” of the Director under the Listing Rules.</li></ul>



<b>Clause No.</b>	<b>Proposed Amendments (showing changes to Existing Memorandum and Articles of Association)</b>
<b>“Auditors”</b>	shall mean the persons appointed by the Company from time to time to perform the duties of auditors of the Company.
<b>“Board”</b>	shall mean board of Directors or the majority of the Directors present and voting at a meeting of Directors at which a quorum is present.
<b>“business day”</b>	shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purpose of these Articles be counted as a business day.
<b>“capital”</b>	shall mean the share capital from time to time of the Company.
<b>“Chairman”</b>	shall mean the Chairman presiding at any meeting of members or of the Board.
<b>“Companies LawAct” or “LawAct”</b>	shall mean the Companies Law (2013 Revision) Act (Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
<b>“Companies Ordinance”</b>	shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time.
<b>“Company”</b>	shall mean Sunfonda Group Holdings Limited 新豐泰集團控股有限公司.
<b>“Company’s Website”</b>	shall mean the website of the Company, the address or domain name of which has been notified to members.
<b>“Director”</b>	shall mean any director from time to time of the Company.
<b>“dividend”</b>	shall include bonus dividends and distributions permitted by the <u>Act</u> Law to be categorised as dividends.

<b>Clause No.</b>	<b>Proposed Amendments (showing changes to Existing Memorandum and Articles of Association)</b>
<b>“dollars” and “HK\$”</b>	shall mean dollars legally current in Hong Kong.
<b>“electronic”</b>	shall have the meaning given to it in the Electronic Transactions <del>Law</del> <u>Act</u> .
<b>“electronic means”</b>	includes sending or otherwise making available to the intended recipients of the communication in electronic format.
<b>“Electronic Signature”</b>	shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication.
<b>“Electronic Transactions <del>Law</del><u>Act</u>”</b>	means the Electronic Transactions <del>Law</del> <u>Act</u> (2003 <del>Revision</del> <u>Revised</u> ) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
<b>“Exchange”</b>	shall mean The Stock Exchange of Hong Kong Limited.
<b>“HKSCC”</b>	<u>shall have the meaning as defined in the Listing Rules.</u>
<b>“HK Code on Takeovers and Mergers”</b>	shall mean the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time.
<b>“holding company”</b>	shall have the meaning attributed to such term in the Companies Ordinance.
<b>“Listing Rules”</b>	shall mean the Rules Governing the Listing of Securities on the Exchange as amended from time to time.
<b>“members”</b>	shall mean the persons who are duly registered as the holders from time to time of shares in the register including persons who are jointly so registered.
<b>“Memorandum”</b>	shall mean the memorandum of association of the Company.
<b>“month”</b>	shall mean a calendar month.

<b>Clause No.</b>	<b>Proposed Amendments (showing changes to Existing Memorandum and Articles of Association)</b>
<b>“ordinary resolution”</b>	shall mean a resolution passed by a simple majority of the <del>votes</del> <u>total voting rights</u> of such members of the Company <del>as</del> , being entitled to do so, <del>present and vote</del> <u>voting</u> in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 13.11.
<b>“principal register”</b>	shall mean the register of members of the Company maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.
<b>“published in the newspapers”</b>	shall mean published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules.
<b>“published on the Exchange’s website”</b>	shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules.
<b>“recognised clearing house”</b>	<del>Shall mean a clearing house recognised by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction, including in the case of the Company, the HKSCC; have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</del>
<b>“register”</b>	shall mean the principal register and any branch registers.
<b>“rights issue”</b>	shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings.
<b>“seal”</b>	shall include the common seal of the Company, the securities seal or any duplicate seal adopted by the Company pursuant to Article 22.2.

Clause No.	Proposed Amendments (showing changes to Existing Memorandum and Articles of Association)
	<p>“Secretary” shall mean the person appointed as company secretary by the Board from time to time.</p>
	<p>“share” shall mean a share in the capital of the Company.</p>
	<p>“special resolution” shall have the same meaning as ascribed thereto in the <del>Law</del><u>Act</u> and shall include an unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the <del>votes</del> <u>total voting rights</u> of such members of the Company as, being entitled to do so, <del>vote present and voting</del> in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given <u>and includes a special resolution passed pursuant to Article 13.11.</u></p>
	<p>“subsidiary” shall have the meaning attributed to such term in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules.</p>
	<p>“transfer office” shall mean the place where the principal register is situate for the time being.</p>
2.6	Sections 8 and 19 of the Electronic Transactions <del>Act</del> <u>Law</u> shall not apply.
3.4	If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the <del>Law</del> <u>the Act</u> , be varied or abrogated with <del>the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares</del> <u>voting rights of the members of that class</u> or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a <u>two person</u> or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third <del>in nominal value</del> of the <u>voting rights of the members</u> <del>issued shares</del> of that class.

- | <b>Clause No.</b> | <b>Proposed Amendments<br/>(showing changes to Existing Memorandum and Articles of Association)</b>   |
|-------------------|---|
| 4.9               | <p>Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose <u>on terms equivalent to section 632 of the Companies Ordinance</u>) be open to inspection by a member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.</p>   |
| 12.1              | <p>The Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting, <u>within six months after the end of such financial year (or such longer period as may be permitted by the rules of the Exchange, if any)</u> in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; <del>and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following years.</del> The annual general meeting shall be held at such time and place as the Board shall appoint. <u>A meeting of the members or any class thereof may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</u></p> |

Clause No.	Proposed Amendments (showing changes to Existing Memorandum and Articles of Association)
12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. <del>General meetings shall also be convened on the written requisition of any two</del> <u>One</u> or more members of the Company <u>may also make a requisition to convene an extraordinary general meeting and add resolutions to the agenda of a general meeting.</u> Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition, and shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company <del>specifying the objects of the meeting</del> and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company, on a one vote per share basis in the share capital of the Company. <del>General meetings may also be convened on the written requisition of Any one member of the Company which is a recognised clearing house (or its nominee(s))</del> <u>may also make a requisition to convene an extraordinary general meeting and add resolutions to the agenda of a general meeting.</u> <u>Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition, and shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company</u> <del>specifying the objects of the meeting</del> and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company, <u>on a one vote per share basis in the share capital of the Company.</u> If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one- half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

- | <b>Clause No.</b> | <b>Proposed Amendments<br/>(showing changes to Existing Memorandum and Articles of Association)</b>   |
|-------------------|---|
| 12.4              | An annual general meeting <del>and any extraordinary general meeting called for the passing of a special resolution</del> shall be called by not less than 21 days' notice in writing and any other <u>general meetings (including an extraordinary general meeting)</u> shall be called by not less than 14 days' notice in writing, <u>unless it can be demonstrated that reasonable written notice can be given in less time or if permitted by the rules of the Exchange, in which case a general meeting may be called by shorter notice.</u> Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company. |
| 14.1              | Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. <u>Every member shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>  |
| 14.6              | Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered <del>and who shall have paid all sums for the time being due from him payable to the Company</del> in respect of his shares shall be entitled to be present or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting.   |
| 14.8              | Any member of the Company entitled to attend, <u>speak</u> and vote at a meeting of the Company <u>(including without limitation a recognised clearing house, where it is a member)</u> shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).   |

- | <b>Clause No.</b> | <b>Proposed Amendments<br/>(showing changes to Existing Memorandum and Articles of Association)</b>   |
|-------------------|---|
| 14.10             | <p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending, <u>speaking</u> and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p> |
| 14.14             | <p>Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers (<u>including without limitation the power to attend, speak and vote at any meeting</u>) on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person. <u>A corporation may execute a form of proxy under a duly authorised officer.</u></p>   |
| 14.15             | <p>If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any <del>general</del> meeting of any class of members of the Company or at any meeting of the creditors of the Company (as the case may be) provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including <u>the right to speak and vote, and</u> where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>   |



- Clause No.      Proposed Amendments**  
**(showing changes to Existing Memorandum and Articles of Association)**
- 16.1            The number of Directors shall not be less than two. The first Directors shall be determined in writing by, or appointed by a resolution of, the subscriber(s) to the Memorandum. There shall be no maximum number of Directors unless otherwise determined from time to time by the members in general meeting.
- 16.2            The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors on the Board immediately after such appointment shall not exceed the maximum number of Directors (if any) determined from time to time by the members in general meeting. Any Director so appointed ~~by the Board to fill a casual vacancy~~ shall hold office until the first annual general meeting of the Company after his appointment and ~~be subject~~ shall then be eligible ~~for~~ to re-election at such meetings. ~~Any Director appointed by the Board as an additional to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.~~ Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.
- 16.6            ~~The Company~~ members may, at any general meeting convened and held in accordance with these Articles, may by ordinary resolution ~~at any time~~ remove any Director (including a Managing Director or other executive Director) before the expiration of his ~~period~~ term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead (but without prejudice to any claim for damages under any contract). Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.

Clause No.	Proposed Amendments (showing changes to Existing Memorandum and Articles of Association)
29.2	<p>The <del>Company members</del> shall at any annual general meeting or at a subsequent extraordinary general meeting in each year, by ordinary resolution, appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting and the members shall, by ordinary resolution, at that meeting appoint another auditor in his stead for the remainder of his term. The remuneration of the Auditors shall be fixed by the <del>Company members</del> by ordinary resolution at the annual general meeting at which they are appointed or in such manner as specified in such ordinary resolution provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. <del>The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors.</del> The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. <del>The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board, provided that such appointment to fill the vacancy is only until the next annual general meeting of the Company, at which the requirements of this Article 29.2 shall be met. The appointment, removal and remuneration of auditor(s) of the Company must be approved by a majority of the members in a general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any auditor(s) appointed to fill any casual vacancy may be fixed by the Board.</del></p>
<u>32.1</u>	<p><u>Subject to the Companies Act, the Company may at any time and from time to time be wound up voluntarily by a special resolution passed at a general meeting.</u></p>
34	<p>The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it. <u>Unless otherwise determined by the Board, the financial year of the Company shall end on the 31st day of December in each year.</u></p>
35	<p>Subject to <del>the Law</del> <u>the Act</u>, the Company may at any time and from time to time by a special resolution <u>passed at a general meeting</u> alter or amend its Memorandum of Association and Articles of Association in whole or in part.</p>

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## NOTICE OF THE 2023 AGM

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Sunfonda Group Holdings  
**SUNFONDA GROUP HOLDINGS LIMITED**  
**新豐泰集團控股有限公司**

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

**(Stock Code: 01771)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Sunfonda Group Holdings Limited (the “**Company**”) will be held at Conference Room No. 2, 5/F of Office Building, Sunfonda Automobile Center, Beichen Avenue, Chanba Ecological District, Xi'an City, Shaanxi Province, The People's Republic of China on Thursday, 18 May 2023 at 10 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2022;
2. To declare a final dividend of HK\$0.02 per share for the year ended 31 December 2022;
3. To re-elect Ms. Chen Wei as an executive director of the Company;
4. To re-elect Mr. Deng Ning as an executive director of the Company;
5. To re-elect Mr. Liu Jie as an independent non-executive director of the Company;
6. To authorize the board of directors of the Company to fix the respective directors' remuneration;
7. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix the auditors' remuneration;
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock

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exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
    - (iii) 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.”;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);

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- (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
  - (iii) the exercise of options under a share option scheme of the Company; and
  - (iv) 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 this resolution and this approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) 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

“**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).”; and

10. 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 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 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

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allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”.

### SPECIAL RESOLUTION

11. To consider as special business and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum of association and articles of association of the Company as set out in Appendix III to the circular of the Company dated 20 April 2023 (the “**Circular**”) and the new memorandum of association and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) which consolidates all the Proposed Amendments mentioned in the Circular, be and are hereby approved with immediate effect after the close of this meeting, and any one director or the company secretary of the Company be and are hereby authorised to do all such acts, deeds, and things and execute all documents he or she may, in his or her absolute discretion, deem fit, to effect and implement the adoption of the New Memorandum and Articles of Association thereof, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board  
**Sunfonda Group Holdings Limited**  
**Mr. Wu Tak Lam**  
*Chairman*

20 April 2023

*Notes:*

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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.
- b. In order to be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong share registrar (i.e. 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 less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10 a.m. on Tuesday, 16 May 2023) or any adjournment thereof. Delivery of the proxy form shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the proxy form shall be deemed to be revoked.

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- c. To ascertain shareholders' eligibility to attend and vote at the forthcoming annual general meeting of the Company to be held on Thursday, 18 May 2023, the register of members of the Company will be closed from Monday, 15 May 2023 to Thursday, 18 May 2023 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the said meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar (i.e. Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for registration no later than 4:30 p.m. on Friday, 12 May 2023.
- d. To ascertain shareholders' entitlement to the proposed final dividend upon passing of the resolution no. 2 set out in this notice, the register of members of the Company will be closed from Thursday, 25 May 2023 to Tuesday, 30 May 2023 (both days inclusive), during which period no share transfer will be effected. In order to qualify for entitlement to the proposed final dividend, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar (i.e. Computershare Hong Kong Investor Services Limited, at its address shown in Note c above) for registration no later than 4:30 p.m. on Wednesday, 24 May 2023.