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

If you have sold or transferred all your shares in 7Road Holdings Limited you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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第七大道
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7Road Holdings Limited

第七大道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 797)

**SUPPLEMENTAL CIRCULAR
OF ANNUAL GENERAL MEETING REGARDING
PROPOSED APPOINTMENT OF THE NOMINATED DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 27 April 2023.

A supplemental notice convening the Annual General Meeting to be held at the conference room of the Company at 4/F, Building 1-A, Tingwei Industrial Park, No. 6 Liufang Road, Baoan District, Shenzhen, the PRC on Tuesday, 23 May 2023 at 11:00 a.m. is set out on pages 9 to 11 of this supplemental circular.

A revised form of proxy for use at the Annual General Meeting is also enclosed. Such revised form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.7road.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the revised form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. 11:00 a.m. on Sunday, 21 May 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish.

9 May 2023

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DEFINITIONS

“Annual General Meeting”	the annual general meeting of the Company to be held at the conference room of the Company at 4/F, Building 1-A, Tingwei Industrial Park, No. 6 Liufang Road, Baoan District, Shenzhen, the PRC on Tuesday, 23 May 2023 at 11:00 a.m. or any adjournment thereof
“Baohu”	Baohu Holdings Limited, a registered Shareholder of 352,714,000 Shares as at the Latest Practicable Date and a substantial shareholder (as defined in the Listing Rules) of the Company
“Board”	the board of Directors
“Company”	7Road Holdings Limited (第七大道控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on 6 September 2017 and the Shares of which are listed on the Main Board of the Stock Exchange on 18 July 2018 (Stock Code: 797)
“Contractual Arrangements”	certain contractual arrangements entered into on 13 April 2018 by the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and all its subsidiaries and companies whose financial results have been consolidated and accounted as the subsidiaries of the Company by virtue of the Contractual Arrangements, or, where the context so requires, in respect of the period before the Company became the holding company of its current subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 May 2023, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company
“Nominated Director”	Ms. Chen Siyuan (陳思源)
“Nomination Committee”	the nomination committee of the Company
“Nomination Notice”	the nomination notice dated 6 May 2023 issued by Baohu, nominating the Nominated Director to be elected as a non-executive Director and containing, among other information, the biographical details of the Nominated Director as required by the Listing Rules and the written notice signed by the Nominated Director confirming her willingness to be elected and to act as a non-executive Director
“Original Circular”	the circular of the Company dated 27 April 2023 relating to the Annual General Meeting
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares at par value of US\$0.000005 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



第七大道
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7Road Holdings Limited

第七大道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 797)

Executive Directors:

Mr. Meng Shuqi (*Chairman*)

Mr. Li Zhengquan

Mr. Yang Cheng

Mr. Peng Cheng

Registered Office:

Sertus Chambers, Governors Square

Suite #5-204, 23 Lime Tree Bay Avenue

P.O. Box 2547

Grand Cayman, KY1-1104

Cayman Islands

Independent Non-executive Directors:

Mr. Xue Jun

Ms. Li Yiqing

Mr. Lui Chi Ho

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

9 May 2023

To the Shareholders

Dear Sir or Madam

**SUPPLEMENTAL CIRCULAR
OF ANNUAL GENERAL MEETING REGARDING
PROPOSED APPOINTMENT OF THE NOMINATED DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Original Circular.

LETTER FROM THE BOARD

Subsequent to the Company's despatch of the Original Circular, the Company received the Nomination Notice.

Pursuant to Rule 13.70 of the Listing Rules, the Company shall publish an announcement or issue a supplementary circular upon receipt of a notice from a Shareholder to propose a person for election as a director at a general meeting where such notice is received by the Company after the publication of the notice of the general meeting.

The purpose of this supplemental circular is to provide you with information in respect of the resolution to be proposed at the Annual General Meeting for the appointment of the Nominated Director as a non-executive Director and to give you the supplemental notice of the Annual General Meeting at which the resolution will be proposed to consider and, if thought fit, approve such matter.

PROPOSED APPOINTMENT OF THE NOMINATED DIRECTOR

Pursuant to the Memorandum and Articles of Association, a Shareholder is entitled to propose or nominate a person for election as a Director, by providing the Company with a notice in writing of his/her/its intention to propose such person for election as a Director and a notice in writing signed by such nominated person of his willingness to be elected as a Director, no later than seven days before the holding of a general meeting.

Subsequent to the Company's despatch of the Original Circular, the Company received the Nomination Notice. Based on the register of members of the Company as at the Latest Practicable Date, Baohu was a registered Shareholder of 352,714,000 Shares, representing approximately 12.81% of the entire issued Shares.

Ms. Chan Siyuan was nominated for election as a non-executive Director pursuant to the Nomination Notice.

Accordingly, the resolution in relation to the appointment of the Nominated Director as a non-executive Director will be proposed at the Annual General Meeting in accordance with Article 113 of the Memorandum and Articles of Association. 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 directors 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 the relevant general meeting.

The biographical details of the Nominated Director, which were provided by Baohu to the Company, are set out in the Appendix to this supplemental circular.

LETTER FROM THE BOARD

Shareholders should note that the biographical details of the Nominated Director as set out in the Appendix to this supplemental circular have been provided by Baohu to the Company. The Board has not verified the biographical details of the Nominated Director. Accordingly, no recommendation has been made by the Board or the Nomination Committee with regard to the proposed appointment of the Nominated Director as a non-executive Director. Further, the Board is not in a position to comment on whether there is any matter regarding the proposed appointment of the Nominated Director as a non-executive Director that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules in relation to the Nominated Director.

The proposed appointment of the Nominated Director as a non-executive Director is subject to the approval of the Shareholders by way of ordinary resolution at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

The supplemental notice of the Annual General Meeting is set out on pages 9 to 11 of this supplemental circular.

FORM OF PROXY

A revised form of proxy for use at the Annual General Meeting is enclosed. Such revised form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.7road.com. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. 11:00 a.m. on Sunday, 21 May 2023) or any adjournment thereof ("**Closing Time**"). Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment if they so wish.

If a Shareholder has not yet returned the original form of proxy which was despatched to the Shareholders on 27 April 2023 ("**Original Form of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the Annual General Meeting on his/her/its behalf, he/she/it is required to submit the revised form of proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.

LETTER FROM THE BOARD

If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she/it should note that:

- (i) if no revised form of proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting (including the additional proposed resolution as set out in this supplemental circular and the supplemental notice of the Annual General Meeting).
- (ii) if the revised form of proxy is returned by the Shareholder at or before the Closing Time in accordance with the instructions printed thereon, the revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed, and will revoke and supersede the Original Form of Proxy previously lodged by him/her/it.
- (iii) if the revised form of proxy is returned by the Shareholder after the Closing Time, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolutions properly put to the Annual General Meeting (including the additional proposed resolution as set out in this supplemental circular and the supplemental notice of the Annual General Meeting).

VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules and article 72 of the Memorandum and Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each fully paid share registered in his/her/its name in the register. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

The Directors note that the details of the Nominated Director as set out in the Appendix to this supplemental circular were provided by Baohu and have not been independently verified by the Company or the Directors. The accuracy of which cannot be ascertained at this moment and the Directors made no guarantee as to whether the Nominated Directors are fit and proper persons as a director of the Company.

Subject to the qualification as set out in the above paragraph, the Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplementary circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplementary circular misleading.

Yours faithfully
By order of the Board
7Road Holdings Limited
Meng Shuqi
Chairman

APPENDIX BIOGRAPHICAL DETAILS OF THE NOMINATED DIRECTOR

Set out below are the biographical details as required under Rule 13.51(2) of the Listing Rules in respect of the Nominated Director which were provided by Baohu to the Company and have not been independently verified by the Company or the Board:

Ms. Chen Siyuan (陳思源) (“**Ms. Chen**”), aged 38, is currently the supervisor of compliance and risk control of Ningbo Baopu Longxiang Equity Investment Management Co., Ltd.* (寧波鈞樸隆詳股權投資管理有限公司). From July 2008 to June 2011, Ms. Chen was the project manager of the investment banking department of Guosen Securities Co., Ltd.* (國信證券股份有限公司). From July 2011 to June 2017, she was the investment manager of the alternative investment department of Taiping Asset Management Co. Ltd.* (太平資產管理有限公司). From July 2017 to June 2018, she was the investment director of the investment department of Shengcui (Shanghai) Asset Management Co., Ltd.* (晟萃(上海)資產管理有限公司). From June 2018 to June 2021, she was the senior investment manager of investment of the integrated circuit business department of Xinxin Financial Leasing Co., Ltd.* (芯鑫融資租賃有限責任公司).

Ms. Chen obtained her Master Degree in Finance from Shanghai University of Finance and Economics in the PRC in July 2008.

Ms. Chen does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Chen is an employee of an associate company of Baohu, a substantial shareholder (as defined in the Listing Rules) of the Company. Save as disclosed above, Ms. Chen does not have any other relationship with any director, senior management, substantial or controlling shareholders of the Company as at the date of the Nomination Notice.

Save as disclosed above, Ms. Chen has not held any directorship in other listed companies in the last three years or any other major appointments or qualifications.

Subject to the approval of the Shareholders in the Annual General Meeting, Ms. Chen will enter into a service contract or letter of appointment with the Company and her appointment is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the memorandum and articles of association of the Company. Ms. Chen will not receive any remuneration for her appointment as a non-executive director of the Company.

Save as disclosed above, Ms. Chen confirms that there is no other information relating to Ms. Chen which is required to be disclosed pursuant to the requirement under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Ms. Chen also confirms that there is no further information that needs to be brought to the attention of the shareholders of the Company in relation to the aforesaid appointment.

* For identification purpose only

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 797)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of 7Road Holdings Limited (the “Company”) dated 27 April 2023 (“Original Notice”), by which the Company convenes an annual general meeting (the “Annual General Meeting”) to be held at 4/F, Building 1-A, Tingwei Industrial Park, No. 6 Liufang Road, Baoan District, Shenzhen, the PRC on Tuesday, 23 May 2023 at 11:00 a.m. This supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT in addition to the resolutions set out in the Original Notice, the following ordinary resolution would be considered and, if thought fit, approved by the shareholders of the Company at the Annual General Meeting.

ORDINARY RESOLUTION

6A. “**THAT** Ms. Chen Siyuan be appointed as a non-executive director of the Company”.

By order of the Board
7Road Holdings Limited
Meng Shuqi
Chairman

Wuxi, the PRC, 9 May 2023

Registered office:
Sertus Chambers, Governors Square
Suite #5-204, 23 Lime Tree Bay Avenue
P.O. Box 2547
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen’s Road East
Wanchai, Hong Kong

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy needs not be a shareholder of the Company.
- (ii) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such shares as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (iii) Since the original form of proxy which was despatch by the Company to the shareholders of the Company (“**Shareholders**”) on 27 April 2023 (“**Original Form of Proxy**”) and sent together with the Original Notice does not contain the proposed resolution set out in this supplemental notice, a revised form of proxy (“**Revised Form of Proxy**”) has been prepared and is enclosed with the supplemental circular of the Company dated 9 May 2023 (“**Supplemental Circular**”) of which this supplemental notice forms part.
- (iv) In order to be valid, the Revised Form of Proxy must be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. 11:00 a.m. on Sunday, 21 May 2023) (“**Closing Time**”) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy previously submitted shall be deemed to have been revoked.
- (v) For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Wednesday, 17 May 2023 to Tuesday, 23 May 2023, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 16 May 2023.
- (vi) Completion and return of an instrument appointing a proxy will not preclude a Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof and in such event the instrument appointing a proxy shall be deemed to be revoked.
- (vii) If a Shareholder has not yet returned the Original Form of Proxy in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the Annual General Meeting on his/her/its behalf, he/she/it is required to submit the Revised Form of Proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

(viii) If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:

- (i) if no Revised Form of Proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting (including the additional proposed resolutions as set out in the Supplemental Circular and this supplemental notice).
- (ii) if the Revised Form of Proxy is returned by the Shareholder at or before the Closing Time in accordance with the instructions printed thereon, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed, and will revoke and supersede the Original Form of Proxy previously lodged by him/her/it.
- (iii) if the Revised Form of Proxy is returned by the Shareholder after the Closing Time, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting (including the additional proposed resolutions as set out in the Supplemental Circular and this supplemental notice).

As at the date of this supplemental notice, the executive directors of the Company are Mr. Meng Shuqi, Mr. Li Zhengquan, Mr. Yang Cheng and Mr. Peng Cheng; and the independent non-executive directors of the Company are Mr. Xue Jun, Ms. Li Yiqing and Mr. Lui Chi Ho.