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## **CHINA SCE GROUP HOLDINGS LIMITED**

**中駿集團控股有限公司**

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

**(Stock Code: 1966)**

- (1) VOTING RESULTS OF RESOLUTIONS PROPOSED AT ANNUAL GENERAL MEETING;**  
**(2) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**(3) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**AND**  
**(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

### **VOTING RESULTS OF RESOLUTIONS PROPOSED AT ANNUAL GENERAL MEETING**

The Board is pleased to announce that all Resolutions proposed at the Annual General Meeting were duly passed by way of poll.

### **ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Pursuant to resolution 2(d) passed by the Shareholders at the Annual General Meeting, Dr. Mao has been elected as an independent non-executive Director.

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board hereby announces that Mr. Lu has tendered his resignation as an independent non-executive Director with effect from the conclusion of the Annual General Meeting as he wishes to devote more time to his other business commitments.

### **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Upon his resignation as an independent non-executive Director becoming effective, Mr. Lu shall resign as a member of each of the audit committee, the nomination committee and the corporate governance committee of the Board with effect from the conclusion of the Annual General Meeting.

Upon his election as an independent non-executive Director at the Annual General Meeting, Dr. Mao shall act as a member of each of the audit committee, the nomination committee and the corporate governance committee of the Board.

Reference is made to the circular (the “**Circular**”) of China SCE Group Holdings Limited (“**Company**”) dated 18 April 2023. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

## VOTING RESULTS OF THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(5) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that the following ordinary resolutions (the “**Resolutions**”) were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 30 May 2023:

Ordinary Resolutions		Number of Shares actually voted (%)	
		For	Against
1.	To receive and approve 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	3,019,539,127 Shares (99.872692%)	3,849,001 Shares (0.127308%)
2.	(a) To re-elect Mr. Chen Yuanlai as an executive Director	3,022,976,197 Shares (99.986375%)	411,931 Shares (0.013625%)
	(b) To re-elect Mr. Wong Lun as an executive Director	3,019,215,597 Shares (99.861992%)	4,172,531 Shares (0.138008%)
	(c) To re-elect Mr. Dai Yiyi, who has served as an independent non-executive Director for more than 9 years, as an independent non-executive Director	2,999,772,533 Shares (99.218903%)	23,615,595 Shares (0.781097%)
	(d) To elect Dr. Mao Zhenhua as an independent non-executive Director	3,022,675,128 Shares (99.976417%)	713,000 Shares (0.023583%)
	(e) To authorise the Board to fix the remuneration of the Directors	3,023,388,128 Shares (100%)	0 Share (0%)
3.	To re-appoint Ernst & Young as the auditors of the Company for the year ending 31 December 2023 and to authorise the Board to fix their remuneration	3,022,975,196 Shares (99.986342%)	412,932 Shares (0.013658%)
4.	To grant a general and unconditional mandate to the Directors to allot, issue or otherwise deal with the unissued Shares in the capital of the Company not exceeding 20% of the total number of issued Shares as at the date of the passing of this resolution	2,954,343,441 Shares (97.716314%)	69,044,687 Shares (2.283686%)

Ordinary Resolutions		Number of Shares actually voted (%)	
		For	Against
5.	To grant a general mandate to the Directors to purchase the Shares up to 10% of the total number of issued Shares as at the date of the passing of this resolution	3,023,388,128 Shares (100%)	0 Share (0%)
6.	To add the number of Shares repurchased by the Company to the general mandate granted to the Directors under resolution no. 4	2,980,343,441 Shares (98.576277%)	43,044,687 Shares (1.423723%)

As at the date of the Annual General Meeting, there were 4,222,986,126 Shares in issue, which was the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the Annual General Meeting. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Resolutions at the Annual General Meeting as set out in Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting on any of the Resolutions at the Annual General Meeting. No parties had stated their intention in the Circular to vote against any of the Resolutions or to abstain from voting at the Annual General Meeting.

The Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the Annual General Meeting.

The Directors who attended the Annual General Meeting either in person or by electronic means are as follows: Mr. Huang Youquan and Mr. Wong Lun, each an executive Director, and Mr. Ting Leung Huel Stephen, an independent non-executive Director.

#### **ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that pursuant to resolution 2(d) passed by the Shareholders at the Annual General Meeting, Dr. Mao Zhenhua (“**Dr. Mao**”) has been elected as an independent non-executive Director. Set forth below is the biographical information of Dr. Mao:

Mao Zhenhua (毛振華), aged 59, is currently the chairman of China Chengxin Credit Management Co., Ltd. (“**China Chengxin**”), a professor at the Renmin University of China, the chairman of the Institute of Economic Research of the Renmin University of China, a professor of Wuhan University and Dean of Dong Fureng Economic & Social Development School of Wuhan University. He has been a professor at the Business School of the University of Hong Kong since 2022.

Dr. Mao graduated from Wuhan University with a doctoral degree in Economics. Dr. Mao founded China Chengxin in 1992. Since then, he has acted as its general manager and chairman, and later on he has further acted as its chief executive officer. He was the major shareholder and controller of China Cheng Xin International Credit Rating Co., Ltd.

Dr. Mao is a non-executive director of Meilleure Health International Industry Group Limited (2327), a company listed on the Stock Exchange, and an independent non-executive director of two other companies listed on the Stock Exchange, namely China Infrastructure & Logistics Group Ltd. (1719) and China Bohai Bank Co., Ltd. (9668). Save as disclosed above, Dr. Mao has not at any time during the three years preceding the date of this announcement served nor is currently serving as a director of any other listed company in Hong Kong or overseas.

Upon his election as an independent non-executive Director, Dr. Mao shall enter into a letter of appointment with the Company for a term of three years, which shall be renewable automatically thereafter for successive term of one year each commencing on the day after the expiry of the then current term of appointment, subject to termination by either party by giving not less than two months' written notice and the retirement by rotation requirement in accordance with the Articles of Association and the Listing Rules. Dr. Mao shall be entitled to an annual director's fee of HK\$336,000 pursuant to the letter of appointment. The director's fee of Dr. Mao is determined by the Board with reference to his duties and responsibilities.

As at the date of this announcement, Dr. Mao does not have any interest in the Shares within the meaning of Part XV of the SFO, nor is Dr. Mao related to any Director, member of the senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules in connection with the election of Dr. Mao. There is no other matter concerning the election of Dr. Mao that needs to be brought to the attention of the Shareholders.

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board hereby announces that Mr. Lu Hong Te (“**Mr. Lu**”) has tendered his resignation as an independent non-executive Director with effect from the conclusion of the Annual General Meeting as he wishes to devote more time to his other business commitments.

Mr. Lu has confirmed to the Board that he has no disagreement with the Board and that there is no matter concerning his resignation that need to be brought to the attention of the Shareholders. The Board would like to extend its sincere gratitude and appreciation to Mr. Lu for his valuable contribution to the Group during his tenure of office.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Upon his resignation as an independent non-executive Director becoming effective, Mr. Lu shall resign as a member of each of the audit committee, the nomination committee and the corporate governance committee of the Board with effect from the conclusion of the Annual General Meeting.

Upon his election as an independent non-executive Director at the Annual General Meeting, Dr. Mao shall act as a member of each of the audit committee, the nomination committee and the corporate governance committee of the Board.

By order of the Board  
**China SCE Group Holdings Limited**  
**Wong Chiu Yeung**  
*Chairman*

Hong Kong, 30 May 2023

*As at the date of this announcement and immediately following the conclusion of the Annual General Meeting, the Board comprises five executive Directors, namely Mr. Wong Chiu Yeung, Mr. Chen Yuanlai, Mr. Cheng Hiu Lok, Mr. Huang Youquan and Mr. Wong Lun; and three independent non-executive Directors, namely Mr. Ting Leung Huel Stephen, Mr. Dai Yiyi and Dr. Mao Zhenhua.*