

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SHENGUAN HOLDINGS (GROUP) LIMITED

神冠控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00829)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
AND
CHANGE OF DIRECTORS**

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions as set out in the AGM Notice dated 25 April 2023 were duly passed by the Shareholders by way of poll at the AGM held on 31 May 2023.

RETIREMENT OF DIRECTORS

Mr. Shi Guicheng and Mr. Yang Xiaohu have retired as directors of the Company at the conclusion of the AGM pursuant to the Articles of Association of the Company.

APPOINTMENT OF DIRECTORS

The appointments of (i) each of Mr. Sha and Mr. Li as an executive Director; and (ii) Mr. Zhou as an independent non-executive Director were duly approved by the Shareholders at the AGM. The term of office of each of Mr. Sha, Mr. Li and Mr. Zhou shall commence at the date of the AGM.

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 25 April 2023 (the “**AGM Notice**”) of Shenguan Holdings (Group) Limited (the “**Company**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular (the “**Circular**”) of the Company dated 25 April 2023.

POLL RESULTS OF THE AGM

The Board announces that, at the AGM held at Orchid Room I & II, 4/F, Marco Polo Hong Kong Hotel, 3 Canton Road, Harbour City, Tsim Sha Tsui, Hong Kong on 31 May 2023 at 11:00 a.m., poll voting was adopted for all of the resolutions as set out in the AGM Notice (the “**Resolutions**”).

The Board is pleased to announce that the Resolutions were duly passed by the shareholders of the Company (the “**Shareholders**”) by poll voting at the AGM. The poll results for the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
1.	To receive and consider the audited consolidated accounts and reports of the directors (the “ Director(s) ”) and auditors of the Company and its subsidiaries for the year ended 31 December 2022.	2,404,874,200 (99.97%)	718,000 (0.03%)	2,405,592,200
2.	(a) The declaration and payment of a final dividend of HK2.0 cents per ordinary share and a special final dividend of HK4.0 cents per ordinary share of the Company for the year ended 31 December 2022 (the “ Final Dividends ”) to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on 9 June 2023, being the record date for determination of entitlement to the Final Dividends, be and is hereby approved; and	2,405,592,200 (100.00%)	0 (0.00%)	2,405,592,200
	(b) any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividends.	2,405,588,200 (99.99%)	4,000 (0.01%)	2,405,592,200
3.	To re-appoint Ernst & Young as auditors of the Company and to authorise the board of Directors to fix their remuneration.	2,405,592,200 (100.00%)	0 (0.00%)	2,405,592,200

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
4.	(a) Mr. Sha Junqi be elected as an executive Director;	2,403,600,200 (99.92%)	1,992,000 (0.08%)	2,405,592,200
	(b) Mr. Li Chenglin be elected as an executive Director;	2,398,452,200 (99.70%)	7,140,000 (0.30%)	
	(c) Mr. Tsui Yung Kwok be re-elected as an independent non-executive Director;	2,398,452,200 (99.70%)	7,140,000 (0.30%)	
	(d) Mr. Zhou Xiaoxiong be elected as an independent non-executive Director; and	2,404,366,200 (99.95%)	1,226,000 (0.05%)	
	(e) the board of Directors be authorised to fix the remuneration of the Directors.	2,405,588,200 (99.99%)	4,000 (0.01%)	
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.	2,366,999,200 (98.40%)	38,593,000 (1.60%)	2,405,592,200
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.	2,405,592,200 (100.00%)	0 (0.00%)	2,405,592,200
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	2,366,999,200 (98.40%)	38,593,000 (1.60%)	2,405,592,200

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions No. 1 to No. 7, all such resolutions were duly passed as ordinary resolutions of the Company.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the poll voting at the AGM.

The Company would like to report that six Directors, including four executive Directors (Ms. Zhou Yaxian, Mr. Ru Xiquan, Mr. Mo Yuaxi and Mr. Shi Guicheng), one non-executive Director (Dato' Sri Low Jee Keong) and one independent non-executive Director (Mr. Tsui Yung Kwok) attended the AGM in person. One independent non-executive Director (Mr. Meng Qinguo) was unable to attend the AGM due to illness. One retiring independent non-executive Director (Mr. Yang Xiaohu) was unable to attend the AGM due to other business commitments.

Notes:

- (1) The total number of shares of the Company in issue as at the date of the AGM: 3,230,480,000 shares of HK\$0.01 each. No Shareholder was required to abstain from voting on the Resolutions at the AGM.
- (2) The total number of shares of the Company entitling the holders to attend and vote only against the Resolutions at the AGM: Nil.
- (3) The total number of shares of the Company entitling the holders to attend and to vote for or against the Resolutions at the AGM: 3,230,480,000 shares.

RETIREMENT OF DIRECTORS

Reference is made to the announcement of the Company dated 24 March 2023 and the Circular.

The Board announces that Mr. Shi Guicheng and Mr. Yang Xiaohu have retired as Directors at the conclusion of the AGM pursuant to the Articles of Association of the Company. Mr. Yang Xiaohu will also cease to be a member of each of the Audit Committee of the Company, the Remuneration Committee of the Company and the Nomination Committee of the Company, with effect from the conclusion of the AGM.

In accordance with Rule 13.51(2) of the Listing Rules, both of them have confirmed that they have no disagreement with the Board and there is no matter relating to their retirements that will need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to both Mr. Shi Guicheng and Mr. Yang Xiaohu for their tremendous contributions to the Company during their service to the Company.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that the appointments of (i) each of Mr. Sha Junqi (“**Mr. Sha**”) and Mr. Li Chenglin (“**Mr. Li**”) as an executive Director; and (ii) Mr. Zhou Xiaoxiong (“**Mr. Zhou**”) as an independent non-executive Director were duly approved by the Shareholders at the AGM. The term of office of each of Mr. Sha, Mr. Li and Mr. Zhou shall commence at the date of the AGM.

Please refer to the Circular for the biographical details and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of each of Mr. Sha, Mr. Li and Mr. Zhou. Mr. Zhou will also be appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with immediate effect. Save as disclosed above, as at the date of this announcement, there has been no change to such information.

The Board would like to express its warmest welcome to each of Mr. Sha, Mr. Li and Mr. Zhou on joining the Board.

By Order of the Board
Shenguan Holdings (Group) Limited
Zhou Yaxian
Chairman

Hong Kong, 31 May 2023

As at the date of this announcement, the executive Directors are Ms. Zhou Yaxian, Mr. Ru Xiquan, Mr. Mo Yunxi, Mr. Sha Junqi and Mr. Li Chenglin; the non-executive Director is Dato' Sri Low Jee Keong; and the independent non-executive Directors are Mr. Tsui Yung Kwok, Mr. Meng Qinguo and Mr. Zhou Xiaoxiong.