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## LETTER FROM THE BOARD

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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 **Shimao Group Holdings Limited**, you should at once hand this supplemental circular and the enclosed revised form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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世茂集團

SHIMAO GROUP HOLDINGS LIMITED

世茂集團控股有限公司

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

**(Stock Code: 813)**

**Directors:**

**Executive Directors**

Mr. Hui Wing Mau (*Chairman*)  
Mr. Hui Sai Tan, Jason (*Vice Chairman and President*)  
Ms. Tang Fei  
Mr. Xie Kun

**Non-executive Director**

Mr. Shao Liang

**Independent Non-executive Directors**

Mr. Lyu Hong Bing  
Mr. Lam Ching Kam  
Mr. Fung Tze Wa

**Registered Office:**

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

**Principal Place of Business in Hong Kong:**

38th Floor, Tower One  
Lippo Centre  
89 Queensway  
Hong Kong

20 May 2024

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING  
(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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This supplemental circular should be read together with the circular of the Company dated 30 April 2024 (the “Circular”) and the notice of the annual general meeting (the “2024 AGM”) of the Company dated 30 April 2024 (the “AGM Notice”) which contains, among other things, information regarding the resolutions to be proposed at the 2024 AGM. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meaning as those defined in the Circular.

The purpose of this supplemental circular is to give you the supplemental notice of the 2024 AGM (the “Supplemental AGM Notice”) and provide you with further information regarding the resolutions to be proposed at the 2024 AGM for approving the re-election of retiring Directors and to enable you to make informed decisions on whether to vote for or against such resolutions to be proposed at the 2024 AGM.

### RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 26 April 2024 in relation to, among other things, the appointment of Mr. Shao Liang as a Non-executive Director of the Company with effect from 26 April 2024.

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. As such, Mr. Shao Liang shall hold office until the 2024 AGM and, being eligible, has offered himself for re-election.

In light of the above, a total of four Directors, namely Mr. Hui Sai Tan, Jason, Mr. Lyu Hong Bing, Mr. Lam Ching Kam and Mr. Shao Liang shall retire by rotation at the 2024 AGM and, all being eligible, have offered themselves for re-election as Directors at the 2024 AGM. As a result, the resolutions under item numbered 2 relating to the re-election of the retiring Directors as set out in the AGM Notice should be deleted in its entirety and replaced by the new resolutions under item numbered 2 as set out in the Supplemental AGM Notice on pages 5 to 6 of this supplemental circular.

Details of Mr. Hui Sai Tan, Jason, Mr. Lyu Hong Bing and Mr. Lam Ching Kam have been set out on pages 2 to 5 of the Circular, while details of Mr. Shao Liang are set out below:

**Mr. Shao Liang**, aged 46, was appointed a Non-executive Director of the Company since 26 April 2024. He is currently the group vice president and head of production and operation management center of the Group, responsible for the overall management of the Group’s production operation, and was appointed as an executive director and the president of Shimao Services on 26 April 2024. Mr. Shao obtained a bachelor’s degree in economic management in 2001 and joined the Group in the same year, and successively served as an assistant president, the head of sales management center and controller of the regional sales of the Group, accumulating over 23 years of experience in sales and operation management.

Save as disclosed above, Mr. Shao does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and did not hold any other directorships in any other listed public companies in the last 3 years. As at 13 May 2024, being the latest practicable date prior to the printing of this supplemental circular (the “Latest Practicable Date”), Mr. Shao has, within the meaning of Part XV of the SFO, a deemed interest in respect of 61,388 Shares (being awarded shares granted but not yet vested pursuant to the share award scheme of the Company), representing approximately 0.002% of the issued shares of the Company, and interests in 35,016 shares of Shimao Services, representing approximately 0.001% of the issued shares of Shimao Services.

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## LETTER FROM THE BOARD

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Mr. Shao has not entered into a service contract with the Company. Pursuant to the Articles of Association, Mr. Shao shall hold office until the forthcoming annual general meeting of the Company and will be eligible for re-election at the meeting and thereafter Mr. Shao is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Shao will not receive any remuneration for his service as a Non-executive Director of the Company.

Save as disclosed above, Mr. Shao does not have any interest within the meaning of Part XV of the SFO in any securities of the Company as at the Latest Practicable Date. There are no other matters relating to the re-election of Mr. Shao that need to be brought to the attention of the shareholders of the Company (the “Shareholder(s)”) and there is no other information which is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

### **2024 AGM**

The 2024 AGM will be held by the Company at The Function Room 1-2, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 20 June 2024 at 11:00 a.m., to consider and, if appropriate, to pass the resolutions contained in the AGM Notice which is set out on pages 9 to 12 of the Circular, as well as the Supplemental AGM Notice on pages 5 to 6 of this supplemental circular, including to approve the proposed re-election of the Retiring Directors.

Since the form of proxy dispatched to the Shareholders together with the Circular on 30 April 2024 (the “Original Form of Proxy”) does not contain the resolution in relation to the proposed re-election of Mr. Shao Liang as a Non-executive Director of the Company, a revised form of proxy (the “Revised Form of Proxy”) for use at the 2024 AGM is enclosed herewith to include such proposed resolution.

Whether or not you are able to attend the 2024 AGM, 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, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the “Share Registrar”) not less than 48 hours before the time appointed for holding the 2024 AGM or any adjournment thereof (the “Closing Time”). Completion and delivery of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude you from attending and voting at the 2024 AGM or any adjournment thereof if you so wish.

#### *Shareholders who have not yet lodged the Original Form of Proxy with the Share Registrar*

Any Shareholder who has not yet lodged the Original Form of Proxy with the Share Registrar is requested to lodge only the Revised Form of Proxy if he/she intends to appoint a proxy to attend the 2024 AGM on his/her behalf.

#### *Shareholders who have already lodged the Original Form of Proxy with the Share Registrar*

Any Shareholder who has already lodged the Original Form of Proxy with the Share Registrar should note that:

- (i) if no Revised Form of Proxy is lodged with the Share Registrar, the Original Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the 2024 AGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Form of Proxy;

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## LETTER FROM THE BOARD

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- (ii) if the Revised Form of Proxy is lodged with the Share Registrar before the Closing Time, the Revised Form of Proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by him/her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder; and
- (iii) if the Revised Form of Proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Form of Proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy with the Share Registrar before the Closing Time.

For details of the other ordinary resolutions to be considered at the 2024 AGM, eligibility for attending the 2024 AGM, closure of register of members and other relevant matters, please refer to the AGM Notice and the Circular.

### **RECOMMENDATION**

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Mr. Shao Liang as a Non-executive Director of the Company as referred to in this supplemental circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolution to be proposed at the 2024 AGM.

Yours faithfully,  
On behalf of the Board  
**Shimao Group Holdings Limited**  
**Hui Wing Mau**  
*Chairman*

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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世茂集團

SHIMAO GROUP HOLDINGS LIMITED

世茂集團控股有限公司

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

**(Stock Code: 813)**

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to (i) the circular of Shimao Group Holdings Limited (the “Company”) dated 30 April 2024 (the “Circular”); and (ii) the notice of annual general meeting (the “Meeting”) of the Company dated 30 April 2024 (the “AGM Notice”) to convene the Meeting to be held at The Function Room 1-2, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 20 June 2024 at 11:00 a.m..

Details of the proposed resolutions to be considered at the Meeting were stated in the AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Circular. Apart from the amendments stated below, all the information contained in the AGM Notice remains to have full force and effect, and this supplemental notice shall be read together with the AGM Notice:

### **SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:**

Due to the matters as set out in the supplemental circular of the Company dated 20 May 2024 (the “Supplemental Circular”), the resolutions under item numbered 2 stated in the AGM Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 2:

- “2. (i) To re-elect Mr. Hui Sai Tan, Jason as an Executive Director of the Company.
- (ii) To re-elect Mr. Lyu Hong Bing as an Independent Non-executive Director of the Company.
- (iii) To re-elect Mr. Lam Ching Kam as an Independent Non-executive Director of the Company.

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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- (iv) To re-elect Mr. Shao Liang as a Non-executive Director of the Company.
- (v) To authorise the board of directors of the Company to fix the remuneration of directors of the Company.”

By order of the Board  
**Shimao Group Holdings Limited**  
**Lam Yee Mei, Katherine**  
*Company Secretary*

Hong Kong, 20 May 2024

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Notes:*

1. A revised form of proxy (the “Revised Form of Proxy”) containing the new resolutions under item numbered 2 is enclosed with the Supplemental Circular. Please refer to the section headed “2024 AGM” on pages 3 to 4 of the Supplemental Circular for the arrangements about the completion and submission of the Revised Form of Proxy.
2. Please refer to the AGM Notice for details of the other ordinary resolutions to be considered at the Meeting, the closure of the register of members, eligibility for attending the Meeting, appointment of proxy, and other relevant matters.