
LETTER FROM THE BOARD

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, 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 supplemental circular.

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 Services 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.



SHIMAO SERVICES HOLDINGS LIMITED

世茂服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 873)

Directors:

Executive Directors

Mr. Hui Sai Tan, Jason (*Chairman*)

Mr. Shao Liang (*President*)

Mr. Cao Shiyang

Non-executive Director

Ms. Tang Fei

Independent Non-executive Directors

Mr. Gu Yunchang

Ms. Zhou Xinyi

Mr. Hui Wai Man, Lawrence

Registered Office:

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

Principal Place of Business in

Hong Kong:

Unit 3820, 38th Floor

Tower One, Lippo Centre

89 Queensway

Hong Kong

23 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**

LETTER FROM THE BOARD

This supplemental circular should be read together with the circular of the Company dated 30 April 2024 (the “Circular”) and the notice of 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, capitalised terms used in this supplemental circular shall have the same meanings 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 Notice of AGM”) 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 voting decisions on such resolutions to be proposed at the 2024 AGM.

RE-ELECTION OF THE RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 26 April 2024 in relation to, among other things, the resignation of Mr. Ye Mingjie as an Executive Director and the President of the Company, and the appointment of Mr. Shao Liang (“Mr. Shao”) as an Executive Director and the President of the Company with effect from 26 April 2024.

In accordance with Article 113 of the Articles of Association, any Director appointed by the board of directors of the Company (the “Board”) to fill a casual vacancy or as an additional Director to the existing Board 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 shall hold office until the 2024 AGM and, being eligible, has offered himself for re-election.

As set out in the Circular, Mr. Cao Shiyang (“Mr. Cao”), Ms. Tang Fei (“Ms. Tang”) and Mr. Hui Wai Man, Lawrence (“Mr. Lawrence Hui”) shall retire by rotation at the 2024 AGM, and all being eligible, have offered themselves for re-election as Directors at the 2024 AGM.

In light of the above, a total of four Directors, namely Mr. Cao, Ms. Tang, Mr. Lawrence Hui and Mr. Shao shall retire at the 2024 AGM and, all being eligible, have offered themselves for re-election as Directors at the 2024 AGM. As a result, the resolution 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 resolution under item numbered 2 as set out in the Supplemental Notice of AGM on pages 5 to 6 of this supplemental circular.

Details of Mr. Cao, Ms. Tang and Mr. Lawrence Hui have been set out on pages 2 to 4 of the Circular, while details of Mr. Shao are set out below:

Mr. Shao Liang, aged 46, was appointed as an Executive Director and the President of the Company since 26 April 2024. Mr. Shao is currently the group vice president and head of production and operation management center of Shimao Group Holdings Limited (“Shimao Group”), a holding company of the Company listed on the main board of the HKEx, responsible for the overall management of Shimao Group’s production operation, and was appointed as a non-executive director of Shimao Group since 26 April 2024. Mr. Shao obtained a bachelor’s degree in economic management in 2001 and joined Shimao 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 Shimao Group, accumulating over 23 years of experience in sales and operation management.

LETTER FROM THE BOARD

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 16 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, interests in 35,016 shares of the Company, representing approximately 0.001% of the issued shares of the Company, and a deemed interest in respect of 61,388 shares (being awarded shares granted but not yet vested pursuant to Shimao Group’s share award scheme) of Shimao Group, representing approximately 0.002% of the issued shares of Shimao Group.

Mr. Shao has entered into a service contract with the Company for a term of three years. 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. The annual salary payable by the Company to Mr. Shao is approximately RMB1,380,000 with discretionary bonus pegged to performance. Such emoluments are determined by reference to his duties and responsibilities within the Group and the prevailing market rates as well as the Group’s performance and remuneration policy.

So far as the Directors are aware and save as disclosed above, as at the Latest Practicable Date, there are no other matters relating to Mr. Shao’s re-election that need to be brought to the attention of the shareholders of the Company (the “Shareholder(s)”) and there is no other information 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 Wednesday, 19 June 2024 at 11:00 a.m., to consider and, if thought fit, 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 Supplementary Notice of AGM on pages 5 to 6 of this supplementary circular, including to approve the proposed re-election of the Retiring Directors.

Since the the form of proxy despatched to the Shareholders on 30 April 2024 (the “Original Form of Proxy”) together with the Circular do not contain the resolution in relation to the proposed re-election of Mr. Shao as an Executive Director, 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 17th Floor, 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 Proxy 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.

LETTER FROM THE BOARD

Shareholders who has 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;
- (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 the Shareholder. 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 Proxy Form 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 lodged the Revised Form of Proxy with the Share Registrar before the Closing Time.

For details of the other resolutions to be considered and approved 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 consider that the proposed re-election of Mr. Shao as an 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 favour of the relevant resolution to be proposed at the 2024 AGM.

Yours faithfully,
On behalf of the Board
Shimao Services Holdings Limited
Hui Sai Tan, Jason
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



SHIMAO SERVICES HOLDINGS LIMITED
世茂服務控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 873)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to (i) the circular of Shimao Services Holdings Limited (the “Company”) dated 30 April 2024 (the “Circular”); and (ii) the notice of the 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 Wednesday, 19 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 23 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:

ORDINARY RESOLUTIONS

- “2. (i) To re-elect Mr. Cao Shiyang as an Executive Director of the Company.
- (ii) To re-elect Ms. Tang Fei as a Non-executive Director of the Company.
- (iii) To re-elect Mr. Hui Wai Man, Lawrence as an Independent Non-executive Director of the Company.
- (iv) To re-elect Mr. Shao Liang as an Executive Director of the Company.
- (v) To authorise the board of directors of the Company to fix the remuneration of directors of the Company.”

On behalf of the Board
Shimao Services Holdings Limited
Hui Sai Tan, Jason
Chairman

Hong Kong, 23 May 2024

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
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 and 4 of the Supplemental Circular for the arrangements about completion and submission of the Revised Form of Proxy.
2. Save for the above supplemental resolution, there are no other changes to the resolutions set out in the AGM Notice. Please refer to the AGM Notice for details of the other ordinary resolutions to be considered at the Meeting, the closure of register of members, eligibility for attending the Meeting, appointment of proxy and other relevant matters.