

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this 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 **Shenwan Hongyuan (H.K.) Limited**, you should at once hand this circular and the accompanying 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.

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

---



**SHENWAN HONGYUAN (H.K.) LIMITED**  
**申萬宏源(香港)有限公司**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock code: 218)**

**PROPOSAL FOR APPOINTMENT OF DIRECTOR**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening the EGM of Shenwan Hongyuan (H.K.) Limited (the “**Company**”) to be held at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 28 June 2024 at 9:30 a.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the EGM, you are advised to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the office of the Company at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the EGM (i.e. 9:30 a.m. on Wednesday, 26 June 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

Hong Kong, 7 June 2024

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> . . . . .	1
<b>Letter from the Board</b>	
1. Introduction . . . . .	2
2. Proposal for Appointment of Director . . . . .	2
3. The EGM . . . . .	3
4. Voting by Poll . . . . .	4
5. Recommendation . . . . .	4
<b>Notice of Extraordinary General Meeting</b> . . . . .	5

This circular is printed on FSC<sup>TM</sup> Certified and other controlled material. Pulps used are chlorine-free and acid-free. The FSC<sup>TM</sup> logo identifies products which contain wood from well-managed forests certified in accordance with the rules of the Forest Stewardship Council<sup>®</sup>.



---

## DEFINITIONS

---

*In this circular, the following expressions shall have the meanings set out below unless the context otherwise requires:*

“EGM”	the extraordinary general meeting of the Company to be held at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 28 June 2024 at 9:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“Company”	Shenwan Hongyuan (H.K.) Limited, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“independent non-executive Director”	the independent non-executive Director
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	5 June 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Ordinary Resolutions”	the proposed ordinary resolutions as referred to in the Notice of EGM
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

LETTER FROM THE BOARD

---



**SHENWAN HONGYUAN (H.K.) LIMITED**  
**申萬宏源(香港)有限公司**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock code: 218)**

*Executive Directors:*

Wu Meng (*Chairman*)  
Tan Weijun  
Liang Jun (*Chief Executive Officer*)  
Hu Jing

*Registered Office:*

Level 6  
Three Pacific Place  
1 Queen's Road East  
Hong Kong

*Non-executive Directors:*

Zhang Lei  
Ren Xiaotao

*Independent Non-executive Directors:*

Ng Wing Hang Patrick  
Kwok Lam Kwong Larry

7 June 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR APPOINTMENT OF DIRECTOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposal for appointment of Director to enable you to make an informed decision on whether to vote for or against the resolutions, and to give you the notice of the EGM.

**2. PROPOSAL FOR APPOINTMENT OF DIRECTOR**

Pursuant to Article 74(vi) of the Articles of Association, the appointment or removal of any Director of the Company shall be approved by the Shareholders by way of an ordinary resolution.

---

## LETTER FROM THE BOARD

---

The Nomination Committee has reviewed and considered the experience, skills and knowledge of Mr. Liu Chijin having regard to the selection criteria as set out in the Director nomination policy of the Company and the diversity aspects, gender, age, cultural and educational background as set out in the Board diversity policy of the Company, and recommended to the Board that the ordinary resolution on the appointment of Director be proposed for Shareholders' approval at the EGM.

The biographical details, as at the Latest Practicable Date, of Mr. Liu Chijin is set out below:

**Mr. Liu Chijin**, aged 62, is the Chairman of Pan Pacific Group, member of China Life Strategic Advisory Committee, and an independent non-executive director, the member of audit committee and nomination committee of Fourth Paradigm Technology Company (whose H shares are listed on the Stock Exchange, stock code: 6682); Formerly served as an independent director of Xiamen International Trust and an independent supervisor of China National Building Materials Corporation. Mr. Liu has also been appointed as a visiting professor of the International Finance Doctoral Program at Tsinghua Wudaokou School of Finance, as well as a special lecturer at China (Dalian) Senior Management College and the State owned Assets Supervision and Administration Commission's Education Center. Mr. Liu graduated from Xiamen University with a Bachelor's degree in Semiconductor Physics, and also holds a Master's degree in Physics from the University of Memphis and an MBA from Harvard Business School.

Save as disclosed above, Mr. Liu did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years, and as at the Latest Practicable Date, he did not hold any other position with the Company or its subsidiaries and did not have any relationship with any other Director, senior management, controlling shareholder or substantial shareholder of the Company.

Mr. Liu does not have interests in the Shares within the meaning of Part XV of the SFO. Mr. Liu was appointed as an independent non-executive Director of the Company for a term commencing from 28 June 2024 until the next following annual general meeting of the Company after his appointment and shall then be eligible for the re-election; and thereafter subject to retirement by rotation and re-election in accordance with the Articles of Association, applicable laws and other regulatory requirements. Mr. Liu will be entitled to a director's fee of HK\$180,000 per annum which is determined by the Board with reference to the remuneration benchmark in the industry and the current market conditions.

In relation to the appointment of Mr. Liu as a Director, there is no other information to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

### 3. THE EGM

A notice convening the EGM is set out on pages 5 to 6 of this circular at which an ordinary resolution will be proposed to appoint a Director.

---

## LETTER FROM THE BOARD

---

A proxy form for use at the EGM is enclosed herewith and is also published on the website of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.swhyhk.com>). Whether or not you are able to attend the EGM, you are advised to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the office of the Company at Level 6, Three Pacific Place, 1 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the EGM (i.e. 9:30 a.m. on Wednesday, 26 June 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish.

#### 4. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the EGM shall be decided by poll. An explanation of the detailed procedures of conducting a poll will be provided to Shareholders at the commencement of the EGM, to ensure that Shareholders are familiar with such procedures.

The poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.swhyhk.com> after the conclusion of the EGM.

#### 5. RECOMMENDATION

The Directors believe that the appointment of Mr. Liu as a Director is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the relevant resolutions to be proposed in the EGM as they intend to do themselves in respect of the Shares controlled by them.

Yours faithfully,  
On behalf of the Board  
**Shenwan Hongyuan (H.K.) Limited**  
**Wu Meng**  
*Chairman*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



**SHENWAN HONGYUAN (H.K.) LIMITED**  
**申萬宏源(香港)有限公司**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock code: 218)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Shenwan Hongyuan (H.K.) Limited (the “Company”) will be held at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong, on Friday, 28 June 2024 at 9:30 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To consider and, if thought fit, approve the following resolutions:
  - (i) To appoint Mr. Liu Chijin as the independent non-executive Director of the Company;  
and
2. To authorise the Board of the Company to determine the remuneration of the Director (if any).

By order of the Board  
**Shenwan Hongyuan (H.K.) Limited**  
**Liang Jun**  
*Executive Director & Chief Executive Officer*

Hong Kong, 7 June 2024

*As at the date of this notice, the Board of the Company comprises eight directors, of which Ms. Wu Meng, Mr. Tan Weijun, Mr. Liang Jun and Mr. Hu Jing are the executive directors, Mr. Zhang Lei and Mr. Ren Xiaotao are the non-executive directors, Mr. Ng Wing Hang Patrick and Mr. Kwok Lam Kwong Larry are the independent non-executive directors.*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfers of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration by no later than 4:30 p.m. on Monday, 24 June 2024.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf and such proxy need not be a member of the Company.
3. When there are joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM, either personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of it.
4. In order to be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the office of the Company at Level 6, Three Pacific Place, 1 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding of the EGM (i.e. 9:30 a.m. on Wednesday, 26 June 2024) or any adjournment thereof (as the case may be).
5. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. An explanation of the detailed procedures of conducting a poll will be provided to Shareholders at the commencement of the EGM, to ensure that Shareholders are familiar with such procedures.
7. In case the general meeting is anticipated to be affected by black rainstorm or tropical cyclone with warning signal No. 8 or above, please refer to the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.swhyhk.com> for announcement on bad weather arrangement for the general meeting.