

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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sanxun Holdings Group Limited, you should at once hand this circular, together with the enclosed 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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Sanxun Holdings Group Limited
三巽控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6611)

**APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of Sanxun Holdings Group Limited (the “Company”) to be held at Room 1702, Building A, Anhui Modern Intelligent Comprehensive Transportation Innovation Base northeast of the intersection of Yanzihe Road and Innovation Avenue, High tech Zone, Hefei City, Anhui Province, PRC on Tuesday, 31 December 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on Sunday, 29 December 2024 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular together with the form of proxy are published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.sanxungroup.com).

16 December 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	the announcement dated 10 December 2024 made by the Company in relation to the appointment of auditor
“Articles”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Beijing Xinghua”	Beijing Xinghua Caplegend CPA Limited
“Board”	the board of Directors
“Company”	Sanxun Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 1702, Building A, Anhui Modern Intelligent Comprehensive Transportation Innovation Base northeast of the intersection of Yanzihe Road and Innovation Avenue, High tech Zone, Hefei City, Anhui Province, PRC on Tuesday, 31 December 2024 at 10:00 a.m. to consider and, if thought fit, approve the appointment of Beijing Xinghua as the auditor of the Company, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.00001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Sanxun Holdings Group Limited
三巽控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6611)

Executive Directors:

Mr. Qian Kun (*Chairman*)

Ms. An Juan

Mr. Tao Qingchen

Mr. Zhang Xiaohui

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Gao Bo

Mr. Tong Yu

Mr. Wang Ye

*Headquarter and Principal Place of
Business in the PRC:*

Room 1702, Building A

Anhui Modern Intelligent Comprehensive
Transportation Innovation Base

northeast of the intersection of

Yanzihe Road and Innovation Avenue

High tech Zone, Hefei City

Anhui Province, PRC

Principal Place of Business in Hong Kong:

46/F, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

16 December 2024

To the Shareholders

Dear Sir/ Madam,

**APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcement.

The purpose of this circular is to provide you with information in respect of the ordinary resolution to be proposed to seek approval of the Shareholders at the EGM for the appointment of auditor of the Company.

LETTER FROM THE BOARD

2. APPOINTMENT OF AUDITOR

As disclosed in the announcements dated 11 June 2024 and 28 August 2024 respectively, Ernst & Young retired as the auditor of the Company at the conclusion of the annual general meeting of the Company held on 28 June 2024, and the cancellation of the extraordinary general meeting for the appointment of Baker Tilly Hong Kong Limited as the auditor of the Company.

As disclosed in the Announcement, the Board has resolved, with the recommendation from the Audit Committee, to propose, as an ordinary resolutions at the extraordinary general meeting (“EGM”), the appointment of Beijing Xinghua Caplegend CPA Limited (“**Beijing Xinghua**”) as the new Auditor for a term of office commencing from the conclusion of the EGM until the conclusion of the next following annual general meeting of the Company, subject to the approval of the Shareholders at the EGM.

The Audit Committee is satisfied that Beijing Xinghua is independent, competent and capable to perform a high-quality audit after considering factors set out in the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council. Specifically: (i) Beijing Xinghua is a member firm of Beijing Xinghua Certified Public Accountants (Special General Partnership), currently one of the top 20 accounting firms in China. Beijing Xinghua is registered and qualified as a public interest entity (PIE) auditor in Hong Kong with good governance and leadership; (ii) Beijing Xinghua has confirmed that (a) there is no financial interests and business relationship between Beijing Xinghua and the Group; (b) no non-audit service has been provided to the Group before the proposed appointment; (c) no proposed member of the engagement team or any partner of Beijing Xinghua has worked for the Group; and (d) there is no personal relationship (including financial, employment and family relationship) between the members of the engagement team (including their immediate family members) of Beijing Xinghua and the Group; (iii) Beijing Xinghua has extensive experience, industry knowledge, and technical competence in providing audit work to listed companies. The proposed audit team has extensive experience in auditing listed companies in the property development industry; and (iv) its proposed audit team will commit sufficient time and resources for the audit of the Company and will timely communicate with the Audit Committee and the management of the Company as and when needed.

LETTER FROM THE BOARD

The proposed audit fee of Beijing Xinghua is approximately RMB1.8 million (the “**Proposed Audit Fee**”). The Audit Committee is satisfied that the Proposed Audit Fee is commensurate with the extent of audit work required after considering the following factors: (i) the nature, size and complexity of the audit and reporting requirements applicable to the Group; (ii) the resources expected to be committed by Beijing Xinghua to carry out the audit engagement, taking into account the proposed audit team members and their experience, as well as Beijing Xinghua’s experience, industry knowledge, and technical competence in providing audit work to listed companies which are engaged in the property development business; and (iii) the proposed audit completion timetable and audit work plan of Beijing Xinghua. Beijing Xinghua will develop a comprehensive service plan tailored to the specific business scope of the Company. Beijing Xinghua’s execution work will start in December 2024, the audit procedures will be handled by an experienced manager and such seniors and assistants as are necessary to ensure timely completion and that any internal reporting deadlines are adhered to and met. Based on the current timetable, the audit is expected to be completed by mid-March 2025.

The Board and the Audit Committee are of the view that, (i) Beijing Xinghua is eligible and suitable to act as the new auditor of the Company; (ii) the audit fee proposed by Beijing Xinghua is commensurate with the extent of audit work required by the Group by reference to the size of the Group’s business operations and assets; and (iii) the appointment of Beijing Xinghua is in the interest of the Company and the Shareholders as a whole. The Board would like to take this opportunity to welcome Beijing Xinghua as the auditor of the Company.

An ordinary resolution regarding the appointment of Beijing Xinghua as auditor of the Company would be put forward to the Shareholders at the EGM for approval.

3. EGM AND PROXY ARRANGEMENT

Set out on pages EGM-1 to EGM-2 of this circular is a notice convening the EGM to consider and, if appropriate, to approve the ordinary resolution relating to the appointment of Beijing Xinghua as the auditor of the Company.

Pursuant to the Listing Rules and the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands.

An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

For the purpose of determining the qualification of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 27 December 2024 to Tuesday, 31 December 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 26 December 2024.

A form of proxy for use at the EGM is enclosed with this circular and published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.sanxungroup.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on Sunday, 29 December 2024 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.

4. RECOMMENDATION

The Directors consider that the appointment of Beijing Xinghua as the auditor of the Company would be in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Sanxun Holdings Group Limited
Qian Kun
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



Sanxun Holdings Group Limited

三巽控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6611)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Sanxun Holdings Group Limited (the “**Company**”) will be held at Room 1702, Building A, Anhui Modern Intelligent Comprehensive Transportation Innovation Base northeast of the intersection of Yanzihe Road and Innovation Avenue, High tech Zone, Hefei City, Anhui Province, PRC on Tuesday, 31 December 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** Beijing Xinghua Caplegend CPA Limited be appointed as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be authorised to fix the remuneration of the auditor.”

By Order of the Board
Sanxun Holdings Group Limited
Qian Kun
Chairman

Hong Kong, 16 December 2024

Notes:

- (1) All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:00 a.m. on Sunday, 29 December 2024 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) For the purpose of determining the qualification of shareholders of the Company to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 27 December 2024 to Tuesday, 31 December 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 26 December 2024.
- (5) If a tropical cyclone warning signal number 8 or above or is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning is/are in force within a period of two (2) hours before the commencement of the meeting, the meeting will not be held on 31 December 2024 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company.
- (6) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of directors of the Company comprises Mr. Qian Kun, Ms. An Juan, Mr. Tao Qingchen and Mr. Zhang Xiaohui as executive directors of the Company, and Mr. Gao Bo, Mr. Tong Yu and Mr. Wang Ye as independent non-executive directors of the Company.