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## **SHANGHAI INTERNATIONAL SHANGHAI GROWTH INVESTMENT LIMITED**

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

**(Stock Code: 770)**

### **(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 27 JUNE 2025; (2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES**

The Board announces that:

- (1) all proposed resolutions as set out in the notice of the AGM dated 3 June 2025 were duly passed by way of poll at the AGM held on 27 June 2025; and
- (2) Dr. HUA Min retired as an independent non-executive Director of the Company with effect from the conclusion of the AGM and has ceased to be a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company.

Reference is made to the circular (the “**Circular**”) of Shanghai International Shanghai Growth Investment Limited (the “**Company**”) dated 3 June 2025. Terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

#### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that all proposed resolutions as set out in the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of the Company dated 3 June 2025 were duly passed at the AGM held on 27 June 2025. Voting in respect of all the resolutions were conducted by way of poll. All directors of the Company attended the AGM in person or by electronic means.

As at the date of the AGM, (i) the total number of Shares in issue was 10,686,000 Shares; (ii) there were no treasury shares held by the Company; and (iii) there were no repurchased shares which are pending cancellation and should be excluded from the total number of issued shares of the Company for the purpose of the AGM. Accordingly, the total number of Shares entitling the holders thereof (the “**Shareholders**”) to attend and vote on the resolutions proposed at the AGM was 10,686,000 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.

No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

Tricor Investor Services Limited, the share registrar of the Company in Hong Kong, acted as the scrutineer for the vote-taking at the AGM. The poll results are as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of Votes (Approximate %)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and adopt the audited financial statements of the Company together with the reports of the Directors and the auditor for the year ended 31 December 2024.	2,044,792 (100.00%)	0 (0.00%)
2.	(i) To re-elect Mr. CHING Jason as a Non-executive Director of the Company.	2,044,792 (100.00%)	0 (0.00%)
	(ii) To re-elect Mr. LAM Wai Tsin as a Non-executive Director of the Company.	2,044,792 (100.00%)	0 (0.00%)
	(iii) To re-elect Mr. CHOI Tak Fai as an Independent Non-executive Director of the Company.	2,044,792 (100.00%)	0 (0.00%)
	(iv) To re-elect Ms. LAU Mei Suet as an Independent Non-executive Director of the Company.	2,044,792 (100.00%)	0 (0.00%)
	(v) To authorize the Board of Directors to fix directors’ remuneration.	2,044,792 (100.00%)	0 (0.00%)
3.	To re-appoint Ernst & Young as auditor of the Company and to authorize the Board of Directors to fix its remuneration.	2,044,792 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
4.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.	2,044,792 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to issue, allot and deal with additional Shares (including any sale or transfer of treasury shares) not exceeding 20% of the total number of issued Shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.	2,044,792 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional Shares of the Company (including any sale or transfer of treasury shares) under resolution no. 5 to include the number of Shares repurchased pursuant to the general mandate to repurchase Shares under resolution no. 4.	2,044,792 (100.00%)	0 (0.00%)

As all of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.

#### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

As stated in the Circular, Dr. HUA Min (“**Dr. Hua**”) did not offer himself for re-election of Director at the AGM due to his desire to devote more time to his personal affairs. Accordingly, Dr. Hua retired from office as an independent non-executive Director and ceased to be a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company with effect from the conclusion of the AGM held on 27 June 2025. Dr. Hua has confirmed that there is no disagreement between him and the Board, and there are no other matters relating to his retirement that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Dr. Hua for his valuable contribution to the Company during his tenure of office.

## **NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES**

Following the retirement of Dr. Hua, the Board comprises five Directors, including only two independent non-executive Directors. Accordingly, the Company is not in compliance with (i) Rule 3.10(1) of the Listing Rules which requires that the Board must include at least three independent non-executive directors; and (ii) Rule 3.21 of the Listing Rules which requires that the Audit Committee must comprise a minimum of three members.

As at the date of this announcement, the Company is still in the process of identifying a suitable candidate to fill up the vacancies of independent non-executive Director as well as member of the Audit Committee, so as to comply with the above-mentioned Listing Rules requirements as soon as practicable, and in any event within three months from the date of this announcement as required under Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By Order of the Board  
**SHANGHAI INTERNATIONAL**  
**SHANGHAI GROWTH INVESTMENT LIMITED**  
**ZHAO Tian**  
*Executive Director*

Hong Kong, 27 June 2025

*As at the date of this announcement, the Board comprises Mr. ZHAO Tian as Executive Director; Mr. CHING Jason and Mr. LAM Wai Tsin as Non-executive Directors; and Mr. CHOI Tak Fai and Ms. LAU Mei Suet as Independent Non-executive Directors.*