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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **SCE Intelligent Commercial Management Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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SCE Intelligent Commercial Management Holdings Limited

中駿商管智慧服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 606)

GENERAL MANDATES TO ISSUE NEW SHARES, REPURCHASE SHARES AND RESELL TREASURY SHARES, PROPOSED RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at R2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 3:00 p.m. on Thursday, 28 May 2026 is set out on pages 15 to 19 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e., at or before 3:00 p.m. on Tuesday, 26 May 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the AGM.

23 April 2026

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be convened and held at R2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 3:00 p.m. on Thursday, 28 May 2026, the notice of which is set out on pages 15 to 19 of this circular, and any adjournment thereof
"Articles of Association"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"close associates"	has the meaning ascribed to it under the Listing Rules
"Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"Company"	SCE Intelligent Commercial Management Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability whose Shares are listed on the Main Board of the Stock Exchange
"core connected person"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares (including any sale or transfer of treasury shares out of treasury) up to a maximum of 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution

"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	17 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining the information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares on the Stock Exchange or on another stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Takeovers Code, the total number of which shall not exceed 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution, and to determine such Shares repurchased shall be held as treasury shares of the Company or otherwise be cancelled
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholders(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	The Code on Takeovers and Mergers
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent

SCE Intelligent Commercial Management Holdings Limited
中駿商管智慧服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 606)

Executive Directors:
Mr. Wong Lun *(Chairman)*
Mr. Niu Wei
Mr. Sun Qiang
Mr. Zheng Quanlou
Ms. Ku Weihong

Independent non-executive Directors:
Mr. Ding Zuyu
Mr. Wang Yongping
Mr. Pang Hon Chung

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1–1111
Cayman Islands

Principal place of business and head office in the PRC:
6/F, SCE Tower
No. 2, Lane 1688, Shenchang Road
Hongqiao Business District, Shanghai
China

Principal place of business in Hong Kong:
Room 2502–03A
Landmark South
39 Yip Kan Street
Wong Chuk Hang
Hong Kong

23 April 2026

To the Shareholders

Dear Sir or Madam

GENERAL MANDATES TO ISSUE NEW SHARES, REPURCHASE SHARES AND RESELL TREASURY SHARES AND PROPOSED RE-ELECTION OF DIRECTORS

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, *inter alia:* (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the proposed re-election of the Directors.

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 30 May 2025, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the aggregate number of Shares (excluding treasury shares, if any) of the Company in issue on the date of passing of the relevant ordinary resolution; (b) a general unconditional mandate to repurchase Shares with an aggregate number of Shares not exceeding 10% of the aggregate number of Shares (excluding treasury shares, if any) in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

(a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares (including any sale or transfer of treasury shares out of treasury) up to a maximum of 20% of the number of issued Shares (excluding treasury shares, if any) of the Company on the date of passing of such resolution. Based on the number of Shares in issue as at the Latest Practicable Date, i.e. 1,935,000,000 Shares, and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 387,000,000 Shares;

(b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of number of issued Shares (excluding treasury shares, if any) of the Company on the date of passing of such resolution. Based on the number of Shares in issue as at the Latest Practicable Date, i.e. 1,935,000,000 Shares, and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares to be repurchased pursuant to the Repurchase Mandate will be 193,500,000 Shares; and

(c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Act or the Articles of Association to be held; and (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting.

The Directors wish to state that they have no immediate plan to allot and issue any new Shares.

Under the Listing Rules, the Company is required to provide the Shareholders with all information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the ordinary resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and shall then be eligible for re-election at the meeting. Mr. Wong Lun, Mr. Niu Wei and Mr. Sun Qiang, being executive Directors, will retire as Directors at the Annual General Meeting and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Biographical information of the above Directors offered for re-election is set out in Appendix II to this circular.

On 27 March 2026, the Board, having reviewed the Board's composition and noted that the above Directors are eligible for nomination and re-election under the Articles of Association and the Company's policy for nomination of Directors, resolved to make recommendations on the re-election of the above Directors by the Shareholders at the Annual General Meeting. The recommendations on re-election were made in accordance with the Company's policy for nomination of Directors and took into account the diversity aspects (including, without limitation, the respective age, cultural and educational background, professional experience, skills, knowledge and length of service of the Directors) under the board diversity policy.

ACTIONS TO BE TAKEN

Set out on pages 15 to 19 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, (a) the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate; and (b) the proposed re-election of Directors.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e., at or before 3:00 p.m. on Tuesday, 26 May 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

All resolutions at the Annual General Meeting shall be conducted by way of poll, and the results of the Annual General Meeting will be announced by the Company in compliance with the Listing Rules. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the Annual General Meeting. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Annual General Meeting.

RECOMMENDATIONS

The Board considers that the ordinary resolutions in respect of the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate and the proposed re-election of Directors to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

If Shareholders have any questions relating to the Annual General Meeting, please contact the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, whose details are as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Website: www.computershare.com/hk/contact
Telephone number: 2862 8555
Facsimile number: 2865 0990

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
SCE Intelligent Commercial Management Holdings Limited
Wong Lun
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,935,000,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the issued Shares (excluding treasury shares, if any) of the Company on the date of passing the relevant ordinary resolution on the Annual General Meeting. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 193,500,000 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles of Association and the applicable laws of Cayman Islands and the Listing Rules.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Act, other applicable laws of the Cayman Islands and the Listing Rules. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may only be made out of the profits of the Company or out of the

proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The Company confirms that the explanatory statement set out in this Appendix I contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed share repurchase has unusual features.

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; and

(iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

6. SHARE PRICES

The highest and lowest prices at which the Shares (excluding treasury shares, if any) have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date are as follows:

	Highest *HK$*	**Lowest** *HK$*
2025		
April	0.270	0.231
May	0.275	0.248
June	0.275	0.241
July	0.320	0.260
August	0.310	0.270
September	0.315	0.275
October	0.305	0.270
November	0.290	0.265
December	0.285	0.260
2026		
January	0.370	0.260
February	0.330	0.285
March	0.335	0.285
April (up to the Latest Practicable Date)	0.320	0.275

7. UNDERTAKING

The Directors, so far as the same may be applicable, will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has any such core connected person undertaken not to do so, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition of voting rights under Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

On the basis of the interests in the Shares held by Happy Scene Global Limited as at the Latest Practicable Date as set forth below, and on the assumption that (1) no Shares will be issued or repurchased such that there will be no change in the issued share capital of the Company prior to any repurchase of Shares; and (2) Happy Scene Global Limited will not dispose of its Shares nor acquire additional Shares prior to any repurchase of Shares, Happy Scene Global Limited will not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

Name	Number of Shares held as at the Latest Practicable Date	Approximate percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Happy Scene Global Limited	1,246,247,946	64.41%	71.56%

The Directors have no intention to exercise the Repurchase Mandate to an extent that will give rise to any such obligation. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public (as defined in the Listing Rules) falling below the prescribed minimum percentage of 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

11. CONFIRMATION OF NO UNUSUAL FEATURE

The Directors confirm that neither the explanatory statement on the Repurchase Mandate set forth in this Appendix I nor any share repurchase proposed to be made under the Repurchase Mandate has any unusual feature.

The following sets out the biographical information of the Directors eligible for re-election at the Annual General Meeting:

Executive Directors

Wong Lun (黃倫), aged 38, was appointed as a Director on 20 August 2019, and was redesignated as the executive Director and chairman of the Board on 6 January 2021. He was appointed as the chairman of the nomination committee of the Company from 10 June 2021 to 23 June 2025. He is also the director of certain subsidiaries of the Company established in the PRC, Hong Kong and the BVI. He is primarily responsible for strategic planning, implementing policies and guidelines, making major decisions and the overall operations of the Group. He joined the Group in September 2010 as an assistant to general manager of commercial management business of the Group, and became the general manager of Shanghai China SCE Commercial Management Co., Ltd. in November 2013, where he is mainly responsible for its strategic planning and daily operations. Mr. Wong has over 15 years of experience in the property development and property management industries. He has been appointed as an executive director of the China SCE Group Holdings Limited (stock code: 1966) from March 2017 to August 2024, and has been appointed as the vice president of the China SCE Group Holdings Limited since April 2021, where he is mainly responsible for investors relations and commercial management. Mr. Wong graduated from the School of Engineering of University of Warwick with a Bachelor's degree of Science in Engineering and Business Studies in 2010. Mr. Wong holds an Executive Master of Business Administration degree from China Europe International Business School.

Save as disclosed, Mr. Wong has not at any time during the three years preceding the Latest Practicable Date served as a director of any other listed companies in Hong Kong or overseas.

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing from 6 January 2021 which is renewable automatically upon the expiry of the then current term of appointment, subject to termination by either party giving not less than three months' written notice and the retirement by rotation requirement in accordance with the Articles of Association and the Listing Rules.

As at the Latest Practicable Date, Mr. Wong was entitled to an annual remuneration of RMB1,200,000, pursuant to the terms of service agreement, which was subject to annual review and approval by the disinterested Board. Besides, upon completion of each year of service, he shall be entitled to a discretionary management bonus to be determined by the disinterested Board (or its committee) with reference to his performance and the performance of the Group during the relevant financial year. The emolument of Mr. Wong is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group.

Mr. Wong is the son of Mr. Wong Chiu Yeung, the ultimate controlling Shareholder. Save as disclosed herein, Mr. Wong did not have any interest in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO, nor was he related to any other Directors, member of the senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules in connection with the re-election of Mr. Wong.

There is no other matter concerning the re-election of Mr. Wong that needs to be brought to the attention of the Shareholders.

Niu Wei (牛偉), aged 63, was appointed as an executive Director on 6 January 2021. He is also the chief executive officer and is primarily responsible for the overall operation and management of the commercial property management business of the Group, and also the director of certain subsidiaries of the Company established in the PRC. He joined the Group in July 2019 as the president and was mainly responsible for the overall operation and management. Prior to joining the Group, from June 2016 to July 2018, he worked at New World Department Stores China Limited, a company principally engaged in chain department store business in the PRC and listed on the Main Board of the Stock Exchange (stock code: 825), where he was appointed as the chief executive officer in March 2017 and was mainly responsible for its overall operational management and business expansion in the PRC. From October 2014 to May 2016, he served as a vice president and chief operating officer at Intime Retail (Group) Company Limited, a company principally engaged in the operation and management of domestic department stores and shopping centres, the shares of which were previously listed on the Main Board of the Stock Exchange and was privatised, where he was mainly responsible for its overall operational management of commercial business and business development. From April 2014 to October 2014, he served as a senior assistant to president at Wanda Group Share Co., Ltd, a company principally engaged in commercial property business, where he was mainly responsible for the overall management of its department store business. From June 1996 to March 2014, he served as a regional general manager of Central and Southwest China at New World Department Stores China Limited, where he was mainly responsible its regional management and business development. Mr. Niu graduated and obtained a Diploma in Law from Nanjing University, and a Master degree in Business Administration from Fudan University.

Save as disclosed, Mr. Niu has not at any time during the three years preceding the Latest Practicable Date served as a director of any other listed companies in Hong Kong or overseas.

Mr. Niu has entered into a service agreement with the Company for a term of three years commencing from 6 January 2021 which is renewable automatically upon the expiry of the then current term of appointment, subject to termination by either party giving not less than three months' written notice and the retirement by rotation requirement in accordance with the Articles of Association and the Listing Rules.

As at the Latest Practicable Date, pursuant to the terms of service agreement, Mr. Niu was entitled to an annual remuneration of RMB1,200,000, which was subject to annual review and approval by the disinterested Board. Besides, upon completion of each year of service, he shall be entitled to a discretionary management bonus to be determined by the disinterested Board (or its committee) with reference to his performance and the performance of the Group during the relevant financial year. The emolument of Mr. Niu is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group.

As at the Latest Practicable Date, Mr. Niu was interested in 75,452,716 Shares which were registered in the name of Graceful Solar Limited, the entire issued share capital of which was owned by Mr. Niu. Save as disclosed herein, Mr. Niu did not have any interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO, nor was he related to any other Directors, member of the senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules in connection with the re-election of Mr. Niu.

There are no other matters concerning the re-election of Mr. Niu that need to be brought to the attention of the Shareholders.

Sun Qiang (孫強), aged 45, was appointed as an executive Director on 6 January 2021. He was appointed as a member of the remuneration committee of the Company since 10 June 2021 and is also the director of certain subsidiaries of the Company established in the PRC. He is primarily responsible for the overall management of the residential property management business of the Group. He joined the Group in May 2017 and was promoted as vice president in August 2020. Prior to joining the Group, from May 2015 to May 2017, he served as a human resources director at Huawei Zhongduan Co., Ltd, an information and communication technology solution provider, where he was responsible for its human resources. From September 2013 to April 2015, he served as a manager of consulting department at PricewaterhouseCoopers Consulting (Shenzhen) Holdings Limited, a consulting firm, where he was responsible for its consulting business. From April 2010 to August 2013, he served as a senior manager of human resources department at Vishay Components (Huizhou) Co., Ltd., a discrete semiconductor and passive electronic device manufacturer, where he was responsible for its human resources. Mr. Sun obtained a Bachelor's degree in Accounting from Hohai University in 2003, and a Master's degree in Business Administration from Shanghai University of Finance and Economics in 2012.

Save as disclosed, Mr. Sun has not at any time during the three years preceding the Latest Practicable Date served as a director of any other listed companies in Hong Kong or overseas.

Mr. Sun has entered into a service agreement with the Company for a term of three years commencing from 6 January 2021 which is renewable automatically upon the expiry of the then current term of appointment, subject to termination by either party giving not less than three months' written notice and the retirement by rotation requirement in accordance with the Articles of Association and the Listing Rules.

As at the Latest Practicable Date, Mr. Sun was entitled to an annual remuneration of RMB1,200,000, pursuant to the terms of service agreement, which was subject to annual review and approval by the disinterested Board. Besides, upon completion of each year of service, he shall be entitled to a discretionary management bonus to be determined by the disinterested Board (or its committee) with reference to his performance and the performance of the Group during the relevant financial year. The emolument of Mr. Sun is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group.

As at the Latest Practicable Date, Mr. Sun was interested in 20,120,724 Shares which were registered in the name of Surplus Star International Limited, the entire issued share capital of which was owned by Mr. Sun. Save as disclosed herein, Mr. Sun did not have any interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO, nor was he related to any other Directors, member of the senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

Save as disclosed above, there is no information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules in connection with the re-election of Mr. Sun.

There are no other matters concerning the re-election of Mr. Sun that need to be brought to the attention of the Shareholders.



SCE Intelligent Commercial Management Holdings Limited

中駿商管智慧服務控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 606)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of SCE Intelligent Commercial Management Holdings Limited (the "Company") will be held at R2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 28 May 2026 at 3:00 p.m. to consider, and if thought fit, transact the following ordinary business:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and auditors (the "Auditors") of the Company for the year ended 31 December 2025;

2. to consider the re-election of the retiring Directors, each as separate resolution, and to authorise the board (the "Board") of Directors to fix the remuneration of the Directors;

3. to consider the re-appointment of Prism Hong Kong Limited as the Auditors for the year ending 31 December 2026 and to authorise the Board to fix their remuneration;

and, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

4. "**THAT**:

   (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares (the "Shares") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury if permitted under the Listing Rules) of HK$0.01 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors (including any sale or transfer of treasury shares out of treasury) pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined in paragraph (d) below);

(ii) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company from time to time;

(iii) any scrip divided or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the "Articles of Association") of the Company and other relevant regulations in force from time to time; or

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the total number of issued Shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, the "Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and

(iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the Shares of HK$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "SFC") and the Stock Exchange for such purpose, if permitted under the Listing Rules, to determine whether such Shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

(b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, the "Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law of the Cayman Islands to be held; and

(iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury if permitted under the Listing Rules) of the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition thereto of the number of Shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such number of Shares of the Company shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of resolution numbered 5 above."

Yours faithfully,
By order of the Board
SCE Intelligent Commercial Management Holdings Limited
Wong Lun
Chairman

Hong Kong, 23 April 2026

Place of business in Hong Kong:
Room 2502–03A, Landmark South
39 Yip Kan Street
Wong Chuk Hang
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting (the "Meeting") above is entitled to appoint in written form one or, if he is the holder of two or more Shares of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such a Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such a share shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Meeting (i.e. by 3:00 p.m. on Tuesday, 26 May 2026 (Hong Kong time)) or any adjournment thereof.

4. For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026 (both days inclusive), during which no transfer of the Shares will be effected. The record date for determining the eligibility of the Shareholders to attend and vote at the Meeting will be Thursday, 28 May 2026. In order to qualify for attending the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Thursday, 21 May 2026.

5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. In relation to resolutions numbered 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under any share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.

7. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.

8. All times and dates specified herein refer to Hong Kong local times and dates.

As at the date of this notice, the executive Directors are Mr. Wong Lun, Mr. Niu Wei, Mr. Sun Qiang, Mr. Zheng Quanlou and Ms. Ku Weihong and the independent non-executive Directors are Mr. Ding Zuyu, Mr. Wang Yongping and Mr. Pang Hon Chung.