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盛源控股有限公司

SHENG YUAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 851)

PROPOSED ADOPTION OF THE NEW BYE-LAWS

This announcement is made by Sheng Yuan Holdings Limited (the "**Company**", together with its subsidiaries, collectively the "**Group**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities ("**Listing Rules**") on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**").

The board (the "**Board**") of directors (the "**Directors**") of the Company proposed to amend the existing amended and restated bye-laws of the Company (the "**Bye-laws**") in order to, amongst others, (i) reflect and align with the latest regulatory requirements in relation to the new treasury share regime and the relevant amendments made to the Listing Rules; (ii) bring the Bye-laws in line with certain amendments made to the Listing Rules in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers; (iii) allow the Company to hold hybrid or electronic general meetings and voting by the shareholders of the Company (the "**Shareholders**") by electronic means; (iv) allow the Bye-laws to prepare for the Uncertificated Securities Market regime; and (v) incorporate other consequential and house-keeping amendments to better align the Bye-laws with the Listing Rules and applicable laws of Bermuda (collectively, the "**Proposed Amendments**"). In view of the number of the Proposed Amendments, the Board proposes that the amended and restated bye-laws (the "**New Bye-laws**") which consolidate all the Proposed Amendments be adopted in substitution for and to the exclusion of the Bye-laws.

The proposed adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the "**AGM**"), and will become effective upon the approval by the Shareholders by way of a special resolution at the AGM.

A circular containing, among other things, further particulars relating to the proposed adoption of the New Bye-laws together with a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board
Sheng Yuan Holdings Limited
Zhou Quan
Chairman of the Board and Non-executive Director

Hong Kong, 19 May 2026

As at the date of this announcement, the Board consists of Ms. Li Hongli and Mr. Zhao Yun (both being executive Directors), Mr. Zhou Quan and Mr. Huang Shuanggang (both being non-executive Directors), Mr. Zhang Jinfan, Ms. Huang Qin and Mr. Guo Yaoli (all being independent non-executive Directors).