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## SHENGUAN HOLDINGS (GROUP) LIMITED

神冠控股(集團)有限公司

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

**(Stock Code: 00829)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Shenguan Holdings (Group) Limited (神冠控股(集團)有限公司) (the “**Company**”) will be held at iPro Financial Press Limited, Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Wednesday, 16 December 2020 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following as ordinary resolutions of the Company.

Words and expressions that are not expressly defined in this notice shall bear the same meanings as those defined in the circular dated 25 November 2020 published by the Company (the “**Circular**”).

#### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the entering into of the Junye Sale and Purchase Agreement and the Zhongbo Sale and Purchase Agreement (copies of which are signed by the chairman of the EGM for identification purpose and have been tabled at the EGM), the Transactions and the corresponding Proposed Annual Caps contemplated thereunder, be and are hereby approved, ratified and confirmed; and
- (b) any one or more director(s) of the Company (the “**Director**”) be and are hereby authorised for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize the signing, execution and delivery of all such documents and deeds as such Director(s) may consider necessary, expedient or desirable to give effect to or otherwise in connection with the Junye Sale and Purchase Agreement and the Zhongbo Sale and Purchase Agreement, the Transactions and the corresponding Proposed Annual Caps contemplated thereunder.”

2. “**THAT**

- (a) the entering into of the Zhiguan Framework Agreement (copy of which is signed by the chairman of the EGM for identification purpose and has been tabled at the EGM), the Transactions and the corresponding Proposed Annual Caps contemplated thereunder, be and are hereby approved, ratified and confirmed; and

- (b) any one or more Director(s) of the Company be and are hereby authorised for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize the signing, execution and delivery of all such documents and deeds as such Director(s) may consider necessary, expedient or desirable to give effect to or otherwise in connection with the Zhiguan Framework Agreement, the Transactions and the corresponding Proposed Annual Caps contemplated thereunder.”

By order of the Board  
**Shenguan Holdings (Group) Limited**  
**Zhou Yaxian**  
*Chairman*

Hong Kong, 25 November 2020

*Notes:*

1. To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the EGM to prevent the spreading of the COVID-19:
  - (1) Compulsory body temperature checks will be conducted for every attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the EGM venue and be requested to leave the EGM venue;
  - (2) Every attendee will be required to wear surgical facial mask throughout the EGM and maintain a safe distance between seats. Please note that no masks will be provided at the EGM venue and attendees should wear their own masks; and
  - (3) The Company will not provide refreshments and will not distribute corporate gifts.

In light of the continuing risks posed by the COVID-19, the Company encourages the Shareholders to consider appointing the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

2. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote in his stead. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.

6. In the case of joint holders of a share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM or any adjournment thereof if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
8. For the purpose of determining the entitlement to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from 11 December 2020 (Friday) to 16 December 2020 (Wednesday) (both days inclusive). During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 10 December 2020 (Thursday).
9. Voting on the above resolution will be taken by poll.
10. A proxy form for use at the EGM is enclosed with the Circular.
11. As at the date of this notice, the Board of the Company comprises (a) four executive Directors, namely Ms. Zhou Yaxian, Mr. Shi Guicheng, Mr. Ru Xiquan and Mr. Mo Yunxi; (b) one non-executive Director, namely Dato' Sri Low Jee Keong; and (c) three independent non-executive Directors, namely Mr. Tsui Yung Kwok, Mr. Meng Qinguo and Mr. Yang Xiaohu.