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**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 Shinelong Automotive Lightweight Application 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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**Shinelong Automotive Lightweight Application Limited**

**勳龍汽車輕量化應用有限公司**

*(incorporated in Cayman Islands with limited liability)*

**(Stock code: 1930)**

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Shinelong Automotive Lightweight Application Limited to be held at Conference Room, 7 Huayuan Road, Zhangpu Town, Kunshan City, Jiangsu Province, the PRC on Friday, 28 May 2021 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 May 2021 (Hong Kong time)) or the adjourned meeting (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 Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.shinlone.com.cn>).

References to time and dates in this circular are to Hong Kong time and dates.

21 April 2021

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, 7 Huayuan Road, Zhangpu Town, Kunshan City, Jiangsu Province, the PRC on Friday, 28 May 2021 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Shinelong Automotive Lightweight Application Limited, a company incorporated in 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
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	12 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

## DEFINITIONS

“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 issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

**LETTER FROM THE BOARD**



**Shinelong Automotive Lightweight Application Limited**

**勳龍汽車輕量化應用有限公司**

*(incorporated in Cayman Islands with limited liability)*

**(Stock code: 1930)**

*Executive Directors:*

Mr. Lin Wan-Yi (*Chairman*)

Mr. Yung Chia-Pu

Mr. Cheng Ching-Long

Mr. Lu Jen-Chieh

*Non-executive Director:*

Ms. Hsieh Pei-Chen

*Independent Non-executive Directors:*

Mr. So George Siu Ming

Mr. Lin Lien-Hsing

Mr. Fan Chi Chiu

*Registered Office:*

Cricket Square, Hutchins Drive

PO Box 2681, Grand Cayman

KY1-1111 Cayman Islands

*Principal Place of Business in  
the PRC:*

2 Middle Yangguang Road  
Zhangpu Town, Kunshan City  
Jiangsu Province  
the PRC

*Principal Place of Business in  
Hong Kong:*

Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

21 April 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 28 May 2021.

## LETTER FROM THE BOARD

### **2. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 84(1) of the Articles of Association, Mr. Lin Wan-Yi, Mr. Yung Chia-Pu, and Mr. So George Siu Ming shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid Independent Non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring Independent Non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 29 May 2020, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 66,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 29 May 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as

## LETTER FROM THE BOARD

at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 132,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

Pursuant to the Listing Rules and the Articles of Association, 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 Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.shinlone.com.cn>). 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 Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 May 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **6. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

<b>LETTER FROM THE BOARD</b>
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**7. RECOMMENDATION**

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

**Shinelong Automotive Lightweight Application Limited**

**Lin Wan-Yi**

*Chairman and Executive Director*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**(1) Mr. Lin Wan-Yi**

*Position and Experience*

Mr. Lin Wan-Yi (林萬益), aged 60, is the executive Director, Chairman and chief executive officer of the Company. He is the chairman of the Nomination Committee and a member of the Remuneration Committee of the Board. Mr. Lin was appointed as the Director of the Company on 2 October 2018, and was re-designated as the executive Director, Chairman and chief executive officer of the Company since then. He is primarily responsible for supervising the operations and planning the business and marketing strategies of the Group. Mr. Lin founded the Group in 2002 and has been a director of Shinelong Intellectual Manufacture Precision Applied Materials (Suzhou) Company Limited since January 2002. Mr. Lin was an executive director and manager of Xunwei Precision Mould & Plastic (Kunshan) Company Limited from November 2015, until June 2016 when Xunwei Precision Mould & Plastic (Kunshan) Company Limited was deregistered.

Mr. Lin has more than 30 years of experience in moulding industry. From November 1991 to December 2015, he served as a director of Shin Lone Industrial Company Limited (勳龍工業股份有限公司) (“**Shin Lone Taiwan**”). Shin Lone Taiwan was a mould manufacturer in Taiwan until it ceased to operate and was dissolved on 31 December 2015. Shin Lone Taiwan was solvent at the time it was dissolved on 31 December 2015.

Mr. Lin obtained a master degree in business administration from Fudan University in the PRC in January 2016.

As at the Latest Practicable Date, save as disclosed above, Mr. Lin does not, nor did he in the past three years, hold directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications.

*Length of service*

Mr. Lin was appointed as executive Director on 2 October 2018. Mr. Lin has entered into a service contract with the Company for a term of three years commencing from 28 June 2019. Mr. Lin is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

*Relationships*

Mr. Lin is a shareholder of Shine Art International Limited (controlling shareholders (as defined in the Listing Rules)). Save as disclosed, Mr. Lin does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Lin was interested and deemed to be interested in 325,215,000 Shares (which comprised of 990,000 Shares held by himself directly as beneficial owner and 324,225,000 Shares held by Shine Art International Limited), and was interested in 29,156 shares of Shine Art International Limited (controlling shareholder (as defined in the Listing Rules)) pursuant to Part XV of the SFO.

*Director's emoluments*

Mr. Lin is entitled to an annual Director's fee of RMB72,000 with discretionary bonus, which are determined by the Board with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group and subject to review from time to time.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Lin involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

**(2) Mr. Yung Chia-Pu***Position and Experience*

Mr. Yung Chia-Pu (雍嘉樸), aged 59, is the executive Director of the Company, who joined the Group in January 2002. Mr. Yung was appointed as the Director of the Company on 15 February 2019, and was re-designated as the executive Director of the Company. He is primarily responsible for overseeing the overall operation and development of the Group. Mr. Yung was an executive director and general manager of Qingdao Xunzhan Molding Technology Company Limited (青島勛展模塑科技有限公司) from December 2014 to January 2016.

Mr. Yung has more than 25 years of experience in the moulding industry. From July 1981 to June 1988, Mr. Yung worked as a technician of the Arsenal of the Taiwan Combined Logistics Command (臺灣聯勤兵工廠). From October 1988 to October 1990, Mr. Yung worked as a technician of Jet-Shine Machinery Company Limited (振興機械股

份有限公司). From October 1990 to October 1991, Mr. Yung worked as a technician of Shang Ming Machinery Industry Company Limited (上銘機械工業股份有限公司). From November 1991 to December 2015, Mr. Yung worked as a director of Shin Lone Taiwan.

Mr. Yung obtained an associate degree in mechanical engineering from Lee-Ming Institute of Technology (黎明技術學院) in Taiwan in June 1989.

As at the Latest Practicable Date, save as disclosed above, Mr. Yung does not, nor did he in the past three years, hold directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications.

#### *Length of service*

Mr. Yung was appointed as executive Director on 15 February 2019. Mr. Yung has entered into a service contract with the Company for a term of three years commencing from 28 June 2019. Mr. Yung is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

#### *Relationships*

Mr. Yung is a shareholder of Shine Art International Limited (controlling shareholders (as defined in the Listing Rules)). Save as disclosed, Mr. Yung does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

#### *Interests in Shares*

As at the Latest Practicable Date, Mr. Yung was interested in 7,712 shares of Shine Art International Limited (controlling shareholder (as defined in the Listing Rules)) pursuant to Part XV of the SFO.

#### *Director's emoluments*

Mr. Yung is entitled to an annual Director's fee of RMB48,000 with discretionary bonus, which are determined by the Board with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group and subject to review from time to time.

#### *Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Yung involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Yung that need to be brought to the attention of the Shareholders.

**(3) Mr. So George Siu Ming***Position and Experience*

Mr. So George Siu Ming (蘇少明), aged 62, was appointed as the independent non-executive Director of the Company on 6 June 2019. He is the chairman of the Audit Committee and a member of the Nomination Committee of the Board. He is primarily responsible for providing independent views on the management of the Group and does not participate in the day-to-day management of the business operations.

Mr. So has more than 35 years of experience in auditing, accounting and finance areas. Mr. So worked in FDG Electric Vehicles Limited (五龍電動車(集團)有限公司) (formerly known as Carico Holdings Limited (中汽資源投資有限公司), Jia Sheng Holdings Limited (嘉盛控股有限公司) and Thunder Sky Battery Limited (中聚雷天電池有限公司)) (stock code: 729), a company listed on the Main Board of the Hong Kong Stock Exchange, as an executive director from May 2007 to June 2010 and held various positions including chief operating officer, chief financial officer and company secretary between May 2007 to August 2010. From December 2011 to July 2013, Mr. So was an independent non-executive director of South China Land Limited (南華置地有限公司), currently known as South China Assets Holdings Limited (南華資產控股有限公司) (stock code: 8155), a company listed on the GEM of the Hong Kong Stock Exchange, during which he held positions including the chairman of the remuneration and nomination committee and a member of the audit committee. From March 2007 to May 2011, Mr. So was employed at Asset Managers (Asia) Company Limited (亞盛(亞洲)有限公司), where he served as chief financial officer from March 2007 to May 2011 and chief operating officer from December 2008 to May 2011.

Mr. So obtained a bachelor degree in arts from the University of Toronto in Canada in June 1983 and a master degree in science from the Chinese University of Hong Kong in December 2005. Mr. So was admitted as a certified public accountant and a fellow of Hong Kong Institute of Certified Public Accountants in July 1993 and December 2005, respectively. Mr. So was also granted the designation of Chartered Professional Accountant by, and admitted as a member of, the Institute of Chartered Accountants of Ontario in November 2012 and April 2014, respectively.

Mr. So was a director of Jetlink Investment Limited (捷明投資有限公司), a company incorporated in Hong Kong, which was solvent prior to its dissolution on 21 February 2003 by striking off by the Registrar of Companies in Hong Kong pursuant to section 291 of the then predecessor Companies Ordinance. Mr. So has confirmed that there was no wrongful act on his part leading to the above dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result. Mr. So was the director of Jessica Group Limited (旭萊集團有限公司), a registered non-Hong Kong company incorporated in the Cayman Islands on 29 May 2009, which had been struck from the companies register and dissolved in the Cayman Islands on 28 March 2013. To the best knowledge of Mr. So, Jessica Group Limited was solvent at the time of

dissolution. Mr. So has confirmed that there was no wrongful act on his part leading to the above dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result.

As at the Latest Practicable Date, save as disclosed above, Mr. So does not, nor did he in the past three years, hold directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications.

*Length of service*

Mr. So was appointed as independent non-executive Director on 6 June 2019. Mr. So has entered into a service contract with the Company for a term of three years commencing from 28 June 2019. Mr. So is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

*Relationships*

Mr. So does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. So does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

Mr. So is entitled to an annual Director's fee of HK\$240,000, which is determined by the Board with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group and subject to review from time to time.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

Save as disclosed above, there is no information which is discloseable nor is/was Mr. So involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. So that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 660,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 660,000,000 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 66,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the 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 a buy-back will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE BUY-BACK**

The company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
April, 2020	0.79	0.51
May, 2020	0.73	0.57
June, 2020	0.70	0.50
July, 2020	0.62	0.48
August, 2020	0.65	0.48
September, 2020	0.68	0.55
October, 2020	0.69	0.58
November, 2020	0.91	0.69
December, 2020	0.89	0.67
January, 2021	0.78	0.57
February, 2021	0.65	0.44
March, 2021	0.485	0.38
April, 2021 ( <i>up to the Latest Practicable Date</i> )	0.465	0.395

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, 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.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Lin Wan-Yi, the executive Director and controlling shareholder (as defined in the Listing Rules), was interested and deemed to be interested in an aggregate of 325,215,000 Shares representing approximately 49.275% of the total issued shares of the Company. Such 325,215,000 Shares comprised of 990,000 Shares (representing approximately 0.15% of the total issued shares of the Company) held by himself directly as beneficial owner and 324,225,000 Shares (representing approximately 49.125% of the total issued shares of the Company) held by Shine Art International Limited. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of Mr. Lin Wan-Yi would be increased to approximately 54.75% of the issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

#### **8. SHARE BUY-BACK MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

## NOTICE OF ANNUAL GENERAL MEETING



### Shinelong Automotive Lightweight Application Limited

### 勳龍汽車輕量化應用有限公司

*(incorporated in Cayman Islands with limited liability)*

**(Stock code: 1930)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shinelong Automotive Lightweight Application Limited (the “**Company**”) will be held at Conference Room, 7 Huayuan Road, Zhangpu Town, Kunshan City, Jiangsu Province, the PRC on Friday, 28 May 2021 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2020.
2. To declare a final dividend of HK0.371 cents per share for the year ended 31 December 2020.
3.
  - (a) To re-elect Mr. Lin Wan-Yi as an executive director.
  - (b) To re-elect Mr. Yung Chia-Pu as an executive director.
  - (c) To re-elect Mr. So George Siu Ming as an independent non-executive director.
  - (d) To authorise the board of directors to fix the respective directors’ remuneration.
4. To re-appoint Ernst & Young as the auditor and to authorise the board of directors to fix its remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;

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- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the 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 applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

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shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the 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 applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**Shinelong Automotive Lightweight Application Limited**  
**Lin Wan-Yi**  
*Chairman and Executive Director*

Hong Kong, 21 April 2021

## NOTICE OF ANNUAL GENERAL MEETING

*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 more than one proxy to attend and 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.
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 Hong Kong Branch Share Registrar, 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 the meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 May 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall 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 determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Share Registrar, 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 Monday, 24 May 2021.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Thursday, 3 June 2021 to Friday, 4 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Share Registrar, 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 Wednesday, 2 June 2021.
6. A circular containing further details concerning items 3, 5, 6 and 7 set out in the above notice will be sent to all shareholders of the Company together with the 2020 Annual Report.
7. References to time and dates in this notice are to Hong Kong time and dates.