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首程控股有限公司  
SHOUCHENG HOLDINGS LIMITED  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 697)

**POLL RESULTS OF THE 2021 ANNUAL GENERAL MEETING  
HELD ON 28 MAY 2021  
AND  
CHANGE OF DIRECTORS  
AND  
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that all the resolutions set out in the 2021 AGM Notice were duly passed by the Shareholders by way of poll at the 2021 AGM.

With effect from the conclusion of the 2021 AGM:

- (a) Dr. Li Yinhui has resigned as a Non-executive Director due to allocation of duties and ceased to be a member of each of the Audit Committee and the Remuneration Committee;
- (b) Dr. Qiao Yongyuan has resigned as an Independent Non-executive Director due to allocation of duties and ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- (c) Dr. Zhao Xianming has been appointed as a Non-executive Director and a member of the Remuneration Committee; and
- (d) Ms. Zhuge Wenjing has been appointed as an Independent Non-executive Director and a member of the Audit Committee.

Reference is made to the circular dated 26 April 2021 (the “**Circular**”) containing, inter alia, a notice of annual general meeting (the “**2021 AGM Notice**”), issued by Shoucheng Holdings Limited (the “**Company**”) to the shareholders of the Company (the “**Shareholders**”). Capitalized terms used herein shall have the same meanings as those defined in the Circular unless defined otherwise.

## POLL RESULTS OF THE 2021 AGM

The Board is pleased to announce that the poll results in respect of all the resolutions proposed at the annual general meeting held on 28 May 2021 (the “2021 AGM”) are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited financial statements together with the reports of the directors and the independent auditor for the year ended 31 December 2020.	4,555,529,067 (99.97%)	1,521,620 (0.03%)
The resolution was duly passed.			
2.	To declare a final dividend for the year ended 31 December 2020.	4,557,050,667 (99.99%)	20 (0.01%)
The resolution was duly passed.			
3.	(a) To re-elect Mr. Zhao Tianyang as an executive director of the Company.	4,553,534,137 (99.92%)	3,516,550 (0.08%)
The resolution was duly passed.			
	(b) To re-elect Mr. Liu Jingwei as a non-executive director of the Company.	4,551,229,029 (99.87%)	5,821,658 (0.13%)
The resolution was duly passed.			
	(c) To re-elect Mr. Ho Gilbert Chi Hang as a non-executive director of the Company.	4,551,498,229 (99.88%)	5,552,458 (0.12%)
The resolution was duly passed.			
	(d) To re-elect Mr. Li Hao as a non-executive director of the Company.	4,553,675,701 (99.93%)	3,374,986 (0.07%)
The resolution was duly passed.			
	(e) To re-elect Dr. Wang Xin as an independent non-executive director of the Company.	4,553,926,714 (99.93%)	3,123,973 (0.07%)
The resolution was duly passed.			
4.	To appoint Dr. Zhao Xianming as a non-executive director of the Company.	4,555,023,654 (99.96%)	2,027,033 (0.04%)
The resolution was duly passed.			
5.	To appoint Ms. Zhuge Wenjing as an independent non-executive director of the Company.	4,557,050,667 (99.99%)	20 (0.01%)
The resolution was duly passed.			

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the directors of the Company to fix the auditor's remuneration.	4,557,050,667 (99.99%)	20 (0.01%)
The resolution was duly passed.			
7.	To give a general mandate to the directors of the Company to allot, issue and dispose of shares of the Company not exceeding 20% of the existing total number of shares of the Company in issue.	4,419,272,290 (96.98%)	137,778,397 (3.02%)
The resolution was duly passed.			
8.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the existing total number of shares of the Company in issue.	4,557,050,667 (99.99%)	20 (0.01%)
The resolution was duly passed.			
9.	To add, conditional upon the passing of resolution no. 8 above, the total number of shares of the Company bought back to the general mandate given to the directors of the Company to allot shares of the Company.	4,419,332,270 (96.98%)	137,718,417 (3.02%)
The resolution was duly passed.			

*Note: The full text of the above resolutions nos. 7 to 9 were set out in the 2021 AGM Notice.*

As at the date of the 2021 AGM, the total number of issued Shares was 7,291,017,194 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolutions at the 2021 AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the 2021 AGM as set out in Rule 13.40 of the Listing Rules. There were no Shares requiring the holders to abstain from voting at the 2021 AGM under the Listing Rules, and no parties had indicated in the Circular that they intended to vote against or to abstain from voting on any resolutions at the 2021 AGM.

Tricor Tengis Limited, the share registrar of the Company, acted as the scrutineer for the purpose of vote-taking at the 2021 AGM.

## RESIGNATION OF DIRECTORS

The Board announces that with effect from the conclusion of the 2021 AGM:

- (1) Dr. Li Yinhui (“**Dr. Li**”) has resigned as a Non-executive Director due to allocation of duties and ceased to be a member of each of the Audit Committee and the Remuneration Committee; and
- (2) Dr. Qiao Yongyuan (“**Dr. Qiao**”) has resigned as an Independent Non-executive Director due to allocation of duties and ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Each of Dr. Li and Dr. Qiao has confirmed that he has no disagreement with the Board and that there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Dr. Li and Dr. Qiao for their valuable contributions to the Company during their tenure of service.

## APPOINTMENT OF DIRECTORS

The Board is pleased to announce that Dr. Zhao Xianming has been appointed as a Non-Executive Director and Ms. Zhuge Wenjing has been appointed as an Independent Non-executive Director at the 2021 AGM.

**Dr. Zhao Xianming** (“**Dr. Zhao**”), aged 54, obtained a Bachelor degree, a Master degree and a Doctorate degree in Communication Engineering from Harbin Institute of Technology (“**HIT**”). With the support of the Municipal Government of Beijing, Dr. Zhao founded Beijing Hongshan Information Technology Research Institute Company Limited (北京紅山信息科技研究院有限公司) in 2018 which focuses on researching and developing 5G related chip devices, 5G dedicated communication systems, middle stations of telecommunications network big data and 5G converged video systems, etc. He is a chair professor and the dean of the Institute of Future Information Technology of HIT. Dr. Zhao is a member of the National Spectrum Strategic Planning Expert Advisory Committee (國家頻譜戰略規劃專家諮詢委員會). Dr. Zhao was an executive director and the president of ZTE Corporation (“**ZTE**”) (resigned on 29 June 2018), a company listed on the Stock Exchange. He worked in ZTE for about 20 years and had held various key positions, such as general product manager, general manager of CDMA division, senior vice president and president of wireless product division, executive vice president, chief technology officer, executive director and president, etc. Dr. Zhao has more than 24 years of experience in the telecommunications industry and management. Dr. Zhao was awarded numerous prizes related to communications engineering during the years of 2001 to 2016.

Save as disclosed above, Dr. Zhao does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders (as defined in the Listing Rules).

As at the date of this announcement and within the meaning of Part XV of the SFO, Dr. Zhao does not have any interests in the Shares.

Dr. Zhao will enter into an engagement letter with the Company for a term commencing from the conclusion of the 2021 AGM and ending on 31 December 2021; such appointment being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance

with the Articles. Under the aforesaid engagement letter, Dr. Zhao is entitled to a director's fee as may be determined by the Board from time to time. Dr. Zhao will be entitled to a director's fee of HK\$310,000 for a full year which will be paid in proportion to the actual length of services provided by him. Such director's fee was determined by the Board with reference to Dr. Zhao's experience and duties as well as the then prevailing market conditions.

Save as set out above, there is no other matter regarding the appointment of Dr. Zhao as a Non-executive Director that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Ms. Zhuge Wenjing** (“**Ms. Zhuge**”), aged 43, obtained a Bachelor degree from Renmin University of China and a Master of Business Administration degree from each of the Kellogg School of Business at Northwestern University in the United States and the Hong Kong University of Science and Technology School respectively. She is currently a director of GLP China Holdings Limited (“**GLP**”) which is a public limited company incorporated in Hong Kong, an executive vice chairman of GLP China, the chairman of GLP Finance, and the chairman and president of GLP Capital, who is responsible for strategic planning, investment and financing, legal affairs, internal audit and human resources management in China. Ms. Zhuge is also responsible for the business planning and overall operation of GLP Finance and GLP Capital. She has served as the co-president and chief financial officer of GLP China responsible for fund management, capital allocation, mergers and acquisitions and strategic cooperation in China, as well as financial and human resources management. Prior to joining GLP, Ms. Zhuge worked in Morgan Stanley Asset Management Company and Deloitte Touche Tohmatsu and was a director of Shenzhen New Nanshan Holding (Group) Co., Ltd (resigned on 9 August 2019), a company listed on Shenzhen Stock Exchange.

Save as disclosed above, Ms. Zhuge does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders (as defined in the Listing Rules). Ms. Zhuge has confirmed her independence pursuant to Rule 3.13 of the Listing Rules.

As at the date of this announcement and within the meaning of Part XV of the SFO, Ms. Zhuge does not have any interests in the Shares.

Ms. Zhuge will enter into an engagement letter with the Company for a term commencing from the conclusion of the 2021 AGM and ending on 31 December 2021; such appointment being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles. Under the aforesaid engagement letter, Ms. Zhuge is entitled to a director's fee as may be determined by the Board from time to time. Ms. Zhuge will be entitled to a director's fee of HK\$350,000 for a full year which will be paid in proportion to the actual length of services provided by her. Such director's fee was determined by the Board with reference to Ms. Zhuge's experience and duties as well as the then prevailing market conditions.

Save as set out above, there is no other matter regarding the appointment of Ms. Zhuge as an Independent Non-executive Director that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to welcome Dr. Zhao and Ms. Zhuge to join the Board.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board further announces that, following the abovementioned appointment of directors, Dr. Zhao has been appointed as a member of the Remuneration Committee and Ms. Zhuge has been appointed as a member of the Audit Committee, each with effect from the conclusion of the 2021 AGM.

After the abovementioned change of directors took effect, the composition of each of the Audit Committee, the Remuneration Committee and the Nomination Committee is as follows:

### **Audit Committee**

Wang Xin (*Chairman*)  
Liu Jingwei  
Ho Gilbert Chi Hang  
Choi Fan Keung Vic  
Deng Yougao  
Zhang Quanling  
Zhuge Wenjing

### **Remuneration Committee**

Zhang Quanling (*Chairlady*)  
Zhao Xianming  
Wang Xin  
Choi Fan Keung Vic

### **Nomination Committee**

Zhao Tianyang (*Chairman*)  
Li Wei  
Wang Xin  
Deng Yougao  
Zhang Quanling

By order of the Board  
**Shoucheng Holdings Limited**  
**Zhao Tianyang**  
*Chairman*

Hong Kong, 28 May 2021

*As at the date of this announcement, the Board comprises Mr. Zhao Tianyang (Chairman), Mr. Xu Liang, Mr. Li Wei (President) and Ms. Zhang Meng as Executive Directors; Mr. Liu Jingwei, Mr. Ho Gilbert Chi Hang, Mr. Li Hao and Dr. Zhao Xianming as Non-executive Directors; Dr. Wang Xin, Mr. Choi Fan Keung Vic, Mr. Deng Yougao, Ms. Zhang Quanling and Ms. Zhuge Wenjing as Independent Non-executive Directors.*