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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sheen Tai Holdings Group Company Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Sheen Tai Holdings Group Company Limited
順泰控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01335)

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED AMENDMENTS TO
THE MEMORANDUM OF ASSOCIATION AND
THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on 27 May 2022 (Friday) at 3:00 p.m. at Unit 1903, 19/F, Jubilee Centre, 18 Fenwick Street, Wan Chai, Hong Kong is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the AGM to prevent the spreading of the COVID-19:

- (1) Compulsory body temperature checks will be conducted for every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue and be requested to leave the AGM venue;
- (2) Every attendee will be required to wear surgical facial mask throughout the AGM and maintain a safe distance between seats. Please note that no masks will be provided at the AGM 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 AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

26 April 2022

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DEFINITIONS

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

| | |
|----------------------------|--|
| “AGM” | the annual general meeting of the Company to be held on 27 May 2022 (Friday) at 3:00 p.m. at Unit 1903, 19/F, Jubilee Centre, 18 Fenwick Street, Wan Chai, Hong Kong; |
| “AGM Notice” | the notice convening the AGM set out on pages 17 to 21 of this circular; |
| “Articles” | the articles of association of the Company; |
| “Board” | the board of Directors; |
| “close associates” | has the same meaning as defined in the Listing Rules; |
| “Company” | Sheen Tai Holdings Group Company Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange; |
| “core connected person(s)” | has the same meaning as defined in the Listing Rules; |
| “Director(s)” | the directors of the Company; |
| “Group” | the Company and its subsidiaries; |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 5 in the AGM Notice; |
| “Latest Practicable Date” | 19 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “Memorandum” | the memorandum of association of the Company; |

DEFINITIONS

| | |
|------------------------|---|
| “Nomination Committee” | nomination committee of the Company; |
| “PRC” | the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region; |
| “Proposed Amendments” | the proposed amendments to the Memorandum of Association and the Articles of Association as set out in Appendix III of this circular; |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 6 in the AGM Notice; |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “Share(s)” | ordinary share(s) of HK\$0.0025 each in the share capital of the Company; |
| “Shareholder(s)” | holder(s) of (a) Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; and |
| “Takeovers Code” | the Code on Takeovers and Mergers. |

LETTER FROM THE BOARD

Sheen Tai Holdings Group Company Limited
順泰控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01335)

Executive Directors:

Mr. Guo Yumin (*Chairman*)
Ms. Xia Yu

Independent non-executive Directors:

Ms. Fan Qing
Mr. Dai Tin Yau
Mr. Chan Yin Lam

Registered Office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal Place of Business

in Hong Kong:
Unit 1903, 19/F
Jubilee Centre
18 Fenwick Street
Wanchai
Hong Kong

26 April 2022

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED AMENDMENTS TO
THE MEMORANDUM OF ASSOCIATION AND
THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; (iv) details of the Proposed Amendments; and (v) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on 28 May 2021. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 2,434,136,166 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 486,827,233 Shares, representing 20% of the total number of issued Shares as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles, each of Ms. Xia Yu and Mr. Dai Tin Yau will retire from office.

Ms. Xia Yu and Mr. Dai Tin Yau, being eligible, will offer themselves for re-election as Directors at the AGM. Particulars of the Directors proposed to be re-elected and be appointed at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

The Company has received from Mr. Dai Tin Yau an annual confirmation of independence pursuant to rule 3.13 of the Listing Rules. The Company considers that Mr. Dai Tin Yau has met the independence guidelines as set out in rule 3.13 of the Listing Rules and hence are independent to the Company. As there is no relationship in respect of any financial, business, family or other material relevant aspects between Mr. Dai Tin Yau (including his close associates) and the senior management, substantial shareholders or controlling shareholders of the Company, the Nomination Committee is of the view that Mr. Dai Tin Yau is regarded as independent.

With his professional accounting background and experience, Mr. Dai Tin Yau has contributed to the Group by providing valuable, professional and independent guidance and advices to the Board. He has brought objectivity and professional perspectives and guidance to fellow members of the Board. Hence, the Nomination Committee recommended his appointment to the Board.

PROCESS FOR RE-ELECTION OF DIRECTORS AT GENERAL MEETING

The Nomination Committee will recommend to the Board for the re-election of Director in accordance with the following process as set out in the terms of reference of the Nomination Committee:

- i. The Nomination Committee and/or the Board would review the overall contribution and service to the Company of the retiring Directors and his/her level of participation and performance on the Board.
- ii. The Nomination Committee and/or the Board would also review and determine whether the retiring Director continues to meet the criteria as set out above. If an independent non-executive Directors subject to the re-election, the Nomination Committee and/or the Board will also assess and consider whether the independent non-executive Director will continue to satisfy the independence requirements as set out in the Listing Rules.
- iii. The Nomination Committee and/or the Board would then make recommendation to the Shareholders in respect of the proposed re-election of Director at the general meeting.

In addition, the Nomination Committee has reviewed the overall contribution and service to the Company of each of the retiring Directors for the year ended 31 December 2021. Therefore, the Nomination Committee has recommended to the Board to that each of Ms. Xia Yu and Mr. Dai Tin Yau shall be proposed to the Shareholders for re-election at the AGM.

Pursuant to the code provision B.2.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. The Nomination Committee is aware that Ms. Fan Qing, an independent non-executive Director, has served more than nine

LETTER FROM THE BOARD

years at the Company as at the date of the AGM and will consider her independence at her next appointment.

PROPOSED AMENDMENTS

In order to further improve the corporate governance of the Company and to conform to the core shareholder protection standards set out in Appendix 3 to the Listing Rules, the Board resolved on 31 March 2022 to propose to make the Proposed Amendments. Further, amendments are proposed to be made to the existing Memorandum and Articles to reflect certain updates in relation to the applicable laws of the Cayman Islands and Listing Rules and other house-keeping amendments that are in line with the other Proposed Amendments.

Detailed information of the Proposed Amendments is set out in the Appendix III to this circular. The Board also proposes to the AGM to authorise the management of the Company to make relevant arrangements regarding the registration and the filing procedures in relation to the Proposed Amendments.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM. Prior to the passing of the relevant special resolution at the AGM, the prevailing Memorandum and Articles shall remain valid.

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.

AGM

The AGM Notice is set out on pages 17 to 21 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, the re-election of the retiring Directors, and Proposed Amendments are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

Yours faithfully,
By Order of the Board
Sheen Tai Holdings Group Company Limited
Guo Yumin
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2021 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares comprised 2,434,136,166 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased

between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 243,413,616 Shares, being 10% of the total number of issued Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles.

6. EFFECT OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date and insofar the Directors are aware of, the controlling Shareholders were (i) Sheen Tai Group Holding Limited ("**Sheentai BVI**") which owned 1,206,086,000 Shares (approximately 49.55% of the issued share capital of the Company); and (ii) Mr. Guo Yumin ("**Mr. Guo**") who owned the entire issued share capital of Sheentai BVI and held 272,356,164 Shares. Ms. Xia Yu ("**Ms. Xia**"), the spouse of Mr. Guo, held 33,094,000 Shares. For the purpose of the SFO, Mr. Guo is deemed or taken to be interested in all the Shares owned by Sheentai BVI and Ms. Xia. In the event that the Repurchase Mandate was exercised in full, (i) the interest of Sheentai BVI in the Company will be increased from approximately 49.55% to approximately 55.05%; and (ii) the interest of Mr. Guo in the Company will be increased from approximately 62.10% to approximately 69.00%.

The Directors have no intention to exercise/will not make the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. 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 he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

| | Shares Price | |
|--|-------------------------------|------------------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2021 | | |
| April | 0.149 | 0.120 |
| May | 0.149 | 0.112 |
| June | 0.209 | 0.107 |
| July | 0.166 | 0.120 |
| August | 0.159 | 0.116 |
| September | 0.190 | 0.116 |
| October | 0.158 | 0.140 |
| November | 0.149 | 0.130 |
| December | 0.151 | 0.122 |
| 2022 | | |
| January | 0.149 | 0.135 |
| February | 0.144 | 0.125 |
| March | 0.159 | 0.111 |
| April (till the Latest Practicable Date) | 0.145 | 0.116 |

EXECUTIVE DIRECTOR

Ms. Xia Yu (夏煜)

Ms. Xia Yu (夏煜) (“**Ms. Xia**”), aged 51, was appointed as an executive Director on 22 June 2012. She is responsible for general management of the Group. Ms. Xia studied financial accounting (distant learning) in Jiangsu Commerce College (江蘇商業專科學校) (which was combined with other colleges to form Yangzhou University) and graduated in June 1992. Ms. Xia has more than 20 years of experience in the cigarette-related business, as well as business management and financial management in cigarette packaging business.

As at the Latest Practicable Date, Ms. Xia beneficially owned 33,094,000 Shares. Ms. Xia is the spouse of Mr. Guo, an executive Director. Mr. Guo beneficially owned the entire issued share capital of Sheentai BVI, which beneficially owned 1,206,086,000 Shares. Therefore, Mr. Guo is deemed, or taken to be, interested in all 1,206,086,000 Shares held by Sheentai BVI for the purposes of the SFO. Mr. Guo personally owned 272,356,164 Shares. Accordingly, Ms. Xia is deemed, or taken to be, interested in all Shares in which Mr. Guo is interested in for the purpose of the SFO.

Save as disclosed above, Ms. Xia does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Ms. Xia does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders as defined in the Listing Rules.

Save as disclosed above, Ms. Xia has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. Ms. Xia has entered into a director’s service agreement with the Company for a term of three years commencing from 13 July 2021. Ms. Xia is entitled to receive an annual remuneration of HK\$300,000 per annum excluding discretionary bonuses, which is determined with reference to her duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Xia that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Dai Tin Yau (戴天佑)

Mr. Dai Tin Yau (戴天佑) (“**Mr. Dai**”), aged 38, was appointed as an independent non-executive Director on 29 May 2020. Mr. Dai is also the chairman of the audit committee of the Company and a member of the remuneration committee of the Company. Mr. Dai graduated from University of South Australia with a bachelor’s degree in accountancy in May 2009 and graduated from the Hong Kong Polytechnic University with a master’s degree in professional accounting in March 2016. He is currently a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Dai worked in P. K. Wong & Co. from May 2004 to March 2008 and his last position was audit semi-senior. Mr. Dai then worked in Y. F. Pang & Co. from December 2008 to July 2011 where he last served as an assistant manager in the assurance department, and in RSM Nelson Wheeler from November 2011 to April 2013 as a senior in the audit and assurance services department. Since May 2014, Mr. Dai has taken the position as an audit senior in Arken Consulting Limited. After leaving Arken Consulting Limited in June 2015, Mr. Dai co-founded Prism CPA Limited in December 2015 and served as a director since then.

Save as disclosed above, Mr. Dai does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Dai does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders as defined in the Listing Rules.

Save as disclosed above, Mr. Dai has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. Mr. Dai has entered into a director’s service agreement with the Company for a term of two years commencing from 29 May 2020. Mr. Dai is entitled to receive an annual remuneration of HK\$120,000 per annum excluding discretionary bonuses, which is determined with reference to his duties and responsibilities within the Company.

Mr. Dai has met the independent criteria set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there are no other matters relating to the re-election of Mr. Dai that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE MEMORANDUM
OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION**

In order to further improve the corporate governance of the Company and to conform to the core shareholder protection standards set out in Appendix 3 to the Listing Rules, the Board resolved on 31 March 2022 to propose to make the Proposed Amendments. Further, amendments are proposed to be made to the existing Memorandum and Articles to reflect certain updates in relation to the applicable laws of the Cayman Islands and Listing Rules and other house-keeping amendments that are in line with the other Proposed Amendments. Save as disclosed below, other provisions/articles of the Memorandum and Articles remain unchanged.

- i. Replacing all references to “Companies Law” with “Companies Act”, “Companies Law (2011 Revision)” with “Companies Act (as revised)” and “Law” with “Act” in the Memorandum and Articles.
- ii. Other amendments to the Articles as follows:

Original articles of the Articles

Article 5. (a)

If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.

Amended articles of the Articles

Article 5. (a)

If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the ~~Companies Law~~ **Companies Act**, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ ~~in nominal value of the issued Shares~~ **of the voting rights of the holders** of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE MEMORANDUM
OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION**

Original articles of the Articles

Article 62

At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

Amended articles of the Articles

Article 62

At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and ~~not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange)~~ shall elapse between the date of one annual general meeting of the Company and that of the next **the Company shall hold its annual meeting within six months after the end of relevant financial year.** The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE MEMORANDUM
OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION**

Original articles of the Articles

Article 64

The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Article 72. (c)

any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

Amended articles of the Articles

Article 64

The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings **of the Company, on a one vote per share basis in the share capital of the Company.** Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Article 72. (c)

any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights, **on a one vote per share basis,** of all the Shareholders having the right to vote at the meeting; or

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE MEMORANDUM
OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION**

Original articles of the Articles

Article 79

Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands.

Amended articles of the Articles

Article 79

Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. **Shareholders must have the right to: (a) speak at general meetings of the Company; and (b) vote at a general meeting except where a Member is required, by the applicable rules of the stock exchange of the Relevant Territory, to abstain from voting to approve the matter under consideration.**

Article 176. (c)

The appointment, removal and remuneration of the Auditors must be approved by a majority of the Shareholders in the annual meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

NOTICE OF AGM

Sheen Tai Holdings Group Company Limited 順泰控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01335)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Sheen Tai Holdings Group Company Limited (the “**Company**”) will be held on 27 May 2022 (Friday) at 3:00 p.m. at Unit 1903, 19/F, Jubilee Centre, 18 Fenwick Street, Wan Chai, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2021.
2. To re-appoint RSM Hong Kong as auditors of the Company and to authorise the board (the “**Board**”) of directors (the “**Directors**”) to fix their remuneration.
3. (a) Ms. Xia Yu be re-elected as an executive Director; and
(b) Mr. Dai Tin Yau be re-elected as an independent non-executive Director.
4. To authorise the board of Directors to fix the remuneration of the Directors.
5. “**THAT:**
 - (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;

NOTICE OF AGM

(C) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to subscribe for Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of the issued Shares as at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of 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 laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (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).”

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6. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (C) the aggregate number of Share(s) repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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7. “**THAT** conditional upon the passing of Resolutions no. 5 and no. 6 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution no. 5 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to Resolution no. 6 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this Resolution.”

SPECIAL RESOLUTION

8. “**THAT:**
- (a) The memorandum of association and articles of association of the Company be amended to reflect the amendments described in the Appendix III of this circular and any ancillary or related adjustments or amendments approved by the Directors or required by any relevant regulatory authority, and such amended memorandum of association and articles of association of the Company (a copy of which marked “A” and signed by the chairman of the Meeting for the purpose of identification is produced to the Meeting) be adopted as the new memorandum of association and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company; and
 - (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with paragraph (a) of this special resolution no. 8 including making the requisite filings of the special resolution and the new memorandum of association and articles of association of the Company with the Registrar of Companies in the Cayman Islands.”

By order of the Board
Sheen Tai Holdings Group Company Limited
Guo Yumin
Chairman

Hong Kong, 26 April 2022

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

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2. 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.
3. To be valid, the instrument appointing a proxy and (if required by the board of the Company) 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 office of 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 Meeting or any adjournment thereof.
4. 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 Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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, and 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.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 6 as set out in this notice is enclosed.
8. The transfer books and register of members of the Company will be closed from 24 May 2022 to 27 May 2022, both days inclusive, for the purpose of identifying shareholders who are entitled to attend the Meeting. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of 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 no later than 4:30 p.m. on 23 May 2022.
9. Details of each of the retiring Directors proposed to be re-elected as a Director at the Meeting are set out in Appendix II to this circular.
10. A form of proxy for use at the Meeting is enclosed.
11. To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the Meeting to prevent the spreading of the COVID-19:
 - (i) Compulsory body temperature checks will be conducted for every attendee at the entrance of the Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Meeting venue and be requested to leave the Meeting venue;
 - (ii) (Every attendee will be required to wear surgical facial mask throughout the Meeting and maintain a safe distance between seats. Please note that no masks will be provided at the Meeting venue and attendees should wear their own masks; and
 - (iii) 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 Meeting as their proxy to vote on the relevant resolutions at the Meeting as an alternative to attending the Meeting in person.