
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Sino Splendid Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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Sino Splendid Holdings Limited

中國華泰瑞銀控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8006)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, REFRESHMENT OF SCHEME MANDATE LIMIT OF THE 2013 SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Sino Splendid Holdings Limited to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 30 June 2022 at 3 p.m. is set out on pages 19 to 23 of this circular. Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the website of HKExnews (www.hkexnews.hk) for at least 7 days from the date of its posting and on the website of the Company at www.sinosplendid.com.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the AGM, including:

- compulsory body temperature checks
- compulsory wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine will be denied entry into the meeting venue. The Company reminds all Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

31 May 2022

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the AGM venue.
- (ii) Any Shareholders, proxies and other attendees who have travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at www.chp.gov.hk/en/features/102742.html) at any time in the preceding 14 days will be denied entry into the AGM venue.
- (iii) Attendees should wear surgical face masks inside the AGM venue at all times, and maintain a safe distance between seats.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 30 June 2022 at 3 p.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 19 to 23 of this circular
“Articles”	the memorandum and articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Close Associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Sino Splendid Holdings Limited 中國華泰瑞銀控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM (Stock Code: 8006)
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue or otherwise deal with the Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	20 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit so that the Company may grant new share options to subscribe for new Shares representing in aggregate up to 10% of its issued share capital as at the date of the AGM
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Scheme Mandate Limit”	the maximum number of share options that may be granted by the Company pursuant to the 2013 Share Option Scheme
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

Sino Splendid Holdings Limited

中國華泰瑞銀控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8006)

Executive Directors:

Mr. Yang Xingan

Mr. Wang Tao

Independent Non-executive Directors:

Ms. Wang Qingling

Ms. Yang Shuyan

Ms. Lee Yim Wah

Registered Office:

P.O. Box 309, Ugland House

South Church Street, George Town

Grand Cayman KY1-1104

Cayman Islands

Principal Place of Business in Hong Kong:

Unit 2302, 23/F.

New World Tower 1

18 Queen's Road Central

Central

Hong Kong

31 May 2022

Dear Shareholder(s),

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE 2013 SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed at the AGM for the approval of (i) the re-election of the retiring Directors; (ii) the grant of the Issue Mandate; (iii) the grant of the Repurchase Mandate and Extension Mandate; (iv) details of the Refreshment of Scheme Mandate Limit of the 2013 Share Option Scheme and to give you the AGM Notice.

Reference made to the company's announcement dated 24 May 2022 in connection with the reorganization of the Company's share capital involving the share consolidation (consolidation of every four (4) issued and unissued Shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.04 each in the share capital of the Company). If the ordinary resolution in relation to the share consolidation is passed, the Shares and the exercise price of share options will be adjusted accordingly under the section of Issue Mandate, repurchase mandate and extension mandate, refreshment of scheme mandate limit and explanatory statement.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 85 of the Articles, Mr. Yang Xingan and Ms. Yang Shuyan shall retire from office at the AGM and, both being eligible, will offer themselves for re-election at the AGM.

Nomination committee evaluates the balance of skills, knowledge and experience of the Board, and identifies any special requirements.

Ms. Yang Shuyan, has over ten years of working experience in auditing and finance, will strengthen the Board in the perspectives, skills and experience on these areas and also contributes to diversity of the Board.

Ms. Yang Shuyan, being independent non-executive Director has made confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that Ms. Yang Shuyan is independent in accordance with the independence guidelines.

Details of the abovementioned retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

3. ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue or otherwise deal with new Shares of up to 20% of the total number of Shares in issue as at the date of passing the relevant resolution of the AGM. As at the Latest Practicable Date, a total of 497,663,723 Shares were in issue. Subject to the passing of the proposed resolution at the AGM, the Directors will be authorised to allot, issue or otherwise deal with a maximum of 99,532,745 Shares under the Issue Mandate.

4. REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM.

Assuming no further Shares are issued or repurchased by the Company prior to the AGM and based on the total number of 497,663,723 Shares in issue as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 49,766,372 Shares under the Repurchase Mandate.

LETTER FROM THE BOARD

In addition, an ordinary resolution regarding the Extension Mandate will also be proposed at the AGM to authorise the Directors to extend the Issue Mandate by a number representing the aggregate number of Shares repurchased under the Repurchase Mandate.

Both the Issue Mandate and the Repurchase Mandate will be expired at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (c) the revocation or variation of such authority by the passing of an ordinary resolution in a general meeting.

Pursuant to the GEM Listing Rules, the Company is required to give its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

5. REFRESHMENT OF SCHEME MANDATE LIMIT

The 2013 Share Option Scheme was approved and adopted by the Shareholders at the extraordinary general meeting held on 31 December 2013. Apart from the 2013 Share Option Scheme, the Company has no other share option scheme currently in force. As at the Latest Practicable Date, 38,582,000 share options were granted on 9 April 2021 and 46,298,000 share options were granted on 11 April 2022 under the 2013 Share Option Scheme since its adoption respectively.

Pursuant to Chapter 23 of the GEM Listing Rules, the Company may seek approval by Shareholders in general meeting for refreshing the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of approval of such refreshment by the Shareholders. Share options previously granted under the 2013 Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

The existing Scheme Mandate Limit was granted at the annual general meeting of the Company held on 30 June 2021, pursuant to which the maximum number of Shares that may be issued upon exercise of all the share options which may be granted under the 2013 Share Option Scheme shall not exceed 46,298,092 Shares, being 10% of the Shares in issue as at the date of approval of the refreshment of the Scheme Mandate Limit on 30 June 2021.

LETTER FROM THE BOARD

The Company has granted 27,007,400 share options to certain employees of the Company on 15 May 2020 at HK\$0.0866 per Share and the Company has granted 38,582,000 share options to certain employees of the Company on 9 April 2021 at HK\$0.082 per Share and the Company has granted 46,298,000 share options to certain employees of the Company on 11 April 2022 at HK\$0.0818 per Share. As at the Latest Practicable Date, 41,000 share options so granted lapsed and 34,682,800 share options so granted had been exercised and no share options cancelled. The outstanding number of the shares available for issue under the Share Option Scheme is 77,163,600. The details are listed as below:

Grantee	Date of grant	Number of Options	Vesting period	Exercise period	Exercise price
<i>Employees</i>					
In aggregate	9 April 2021	30,865,600	no	9 April 2021 to 8 April 2023	HK\$0.082
		<hr/>			
In total		<u>30,865,600</u>			

Grantee	Date of grant	Number of Options	Vesting period	Exercise period	Exercise price
<i>Director</i>					
Wang Tao	11 April 2022	4,629,800	no	11 April 2022 to 10 April 2024	HK\$0.0818
<i>Employees</i>					
In aggregate	11 April 2022	41,668,200	no	11 April 2022 to 10 April 2024	HK\$0.0818
		<hr/>			
In total		<u>46,298,000</u>			

LETTER FROM THE BOARD

As at the Latest Practicable Date, a total of 77,163,600 outstanding share options since adoption of the 2013 Share Option Scheme entitle the holders thereof to subscribe for 77,163,600 Shares, representing approximately 15.51% of the issued share capital of the Company.

	Scheme Mandate Limit	Use of Mandate Limit (*)	Categories of share option grantees	Status of share options granted
2013 Adoption of share option scheme	10,717,364	Nil	N/A	Nil
2017 Refreshment of Scheme Mandate Limit	32,152,092	Nil	N/A	Nil
2019 Refreshment of Scheme Mandate Limit	38,582,092	27,007,400	3 executive Directors and 4 employees	26,966,400 share options has exercised and 41,000 share options is lapsed
2020 Refreshment of Scheme Mandate Limit	38,582,092	38,582,000	10 Employees	7,716,400 share options has exercised and 30,865,600 share options is outstanding
2021 Refreshment of Scheme Mandate Limit	46,298,092	46,298,000	1 executive Director and 9 employees	Outstanding

**Note:* The Company has continuing relationship with those employees and directors

Share options granted to Directors for various services they provided to the Group. These services include overall management strategic development, supervision on the operation, sales and marketing activities and giving advice on corporate governance.

In recent years, the Company timely grasped the opportunity in advertising on digital platform and other media channels. In order to retain sufficient buffer cash for future use or sudden use, the Company persuade these employees to help expanding this area including but not limited to editing, design and creativity services, sales and marketing services and public/investor relation services in advertising on digital platform and other media channels on top of their existing works. Employees had put much efforts including their leisure times and spirit to the Company during these few years. In order to appreciate and reward their contribution to the Company and their loyalty in having a long term and sustainable business relationship with the Group, share options granted to employees.

LETTER FROM THE BOARD

The Share Option Scheme could reward the participants for their contribution to the Group and their loyalty in having a long term and sustainable business relationship with the Group. The Board believes that the Share Option Scheme could align the interest of the Group and these participants by allowing them to have a personal stake in the Company and incentivise the participation for the purpose of promoting the long-term growth of the Group whereby the intended purposes of the refreshment of the Share Option Scheme could be achieved.

The Board will consider the merits and conditions of each grant on a case-by-case basis and the scope of participants as set out in the Share Option Scheme allows the flexibility for the Board to exercise their discretion where these individuals or entities made or will make significant contributions to or have an important role in the growth of the Group as a whole.

The cash remuneration to the participants may not be fruitful since the remuneration incurred will affect the cashflow for daily operation use. Therefore, in addition to providing minimum cash or no cash involved at all, the Company is intended to grant the share options to these participants as their remuneration for their services rendered to the Group. The Board takes the view that granting the share options to the participants will enhance the cashflow which is not required to settle their remuneration by cash and therefore allows the Group retain sufficient buffer cash for future or sudden use. Simultaneously, the Group will also recognize the share-based payment expenses.

The Board may, at its absolute discretion and on such terms as it may think fit, grant any employee (full-time or part-time), director, consultant or advisor of any member of the Group, or any substantial shareholder of any member of the Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group, or any company wholly owned by one or more persons belonging to any of the above classes, options to subscribe for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme.

Assuming no further Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the issued Shares as at the date of passing the proposed resolution granting the refreshment would be 497,663,723 Shares. If refreshment was granted, the total number of Shares that may be issued under the refreshed Scheme Mandate Limit would be 49,766,372 Shares representing 10% of the issued Shares at the date of passing the proposed resolution to approve the Refreshment of Scheme Mandate Limit.

Pursuant to the terms of the 2013 Share Option Scheme and in accordance with the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the 2013 Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No share options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

LETTER FROM THE BOARD

Assuming no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the number of Shares in issue as at the date of passing of the ordinary resolution granting the Refreshment of Scheme Mandate Limit will be 497,663,723 Shares and therefore, the refreshed Scheme Mandate Limit under the AGM would be 49,766,372 Shares, representing 10% of the number of shares in issue at the time of passing the ordinary resolution, in respect of which options may be granted under the Scheme Mandate Limit as refreshed together with all outstanding options granted and yet to be exercised as at the Latest Practicable Date for an aggregate of 126,929,972 Shares does not exceed the 30% limit as at the Latest Practicable Date.

The Directors consider that it is in the interest of the Company to refresh the Scheme Mandate Limit in order to permit the grant of further share options under the 2013 Share Option Scheme, to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees.

As at the Latest Practicable Date, the Company had no concrete plan or intention to grant any share options under the Share Option Scheme immediately after obtaining the Shareholders' approval for the proposed refreshment. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

The adoption of the Refreshment of Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Refreshment of Scheme Mandate Limit at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the 2013 Share Option Scheme under the Scheme Mandate Limit as refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the share options that may be granted under the 2013 Share Option Scheme under the Scheme Mandate Limit as refreshed.

LETTER FROM THE BOARD

6. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll. The Company will appoint Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, as the scrutineer to handle the vote-taking procedures at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best knowledge of the Directors, no Shareholders are required to abstain from voting at the AGM pursuant to the GEM Listing Rules.

7. AGM

The AGM Notice is set out on pages 19 to 23 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.

8. CLOSURE OF THE REGISTER OF MEMBERS

To ascertain the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 27 June 2022 to Thursday, 30 June 2022 (both dates inclusive), during which no transfer of Shares will be effected. In order to qualify for attending the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 24 June 2022.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

10. RECOMMENDATION

The Directors are of the opinion that the proposed resolutions for the re-election of retiring Directors, the grant of the Issue Mandate, Repurchase Mandate and Extension Mandate and the Refreshment of the Scheme Mandate Limit are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Sino Splendid Holdings Limited
Wang Tao
Executive Director

This is an explanatory statement given to all the Shareholders relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to rule 13.08 and other relevant provisions of the GEM Listing Rules which are set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company has 497,663,723 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 5 of the AGM Notice in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 497,663,723 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period within which the Repurchase Mandate remains in force, up to 49,766,372 Shares, representing 10% of the total number of issued Shares at the date of the AGM.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company flexibility to make such repurchase when appropriate and beneficial to the Company. Repurchase of the Shares will only be made when the Directors believe that it is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the earnings per Share of the Company.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Law, the applicable laws of the Cayman Islands and the GEM Listing Rules. The Company may not purchase its own Shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the latest audited consolidated financial statements contained in the annual report for the year ended 31 December 2021) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent that would, in the circumstances, have a material adverse effect on the working capital or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any Close Associates of the Directors, has any present intention to sell any Shares to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected persons (as defined in the GEM Listing Rules) have notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Companies Law, the Articles and the applicable laws of the Cayman Islands.

7. EFFECT OF TAKEOVERS CODE

If, as a result of a repurchase of Shares, 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 Rule 32 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 become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Directors, the interests of substantial Shareholder was as follows:

Substantial shareholder	Number of Shares held	Percentage of existing shareholding	Percentage of shareholding if Repurchase Mandate is exercised in full
Niu Cheng Jun	89,344,737	17.95%	19.95%

On the basis that the total number of Shares in issue of the Company remains unchanged and no further Shares are issued or repurchased prior to the date of the AGM, in the event that the Directors exercise in full the Repurchase Mandate, the interests of the above substantial Shareholder would be increased to such percentages of the total number of issued Shares as set out in the fourth column of the above table. On the basis of the current shareholding of the above substantial Shareholder as at the Latest Practicable Date, none of the above substantial Shareholder may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in takeover obligation or the public holding of Shares be reduced below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Share has been made by the Company, whether on the GEM or otherwise in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the GEM during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Highest Price (HK\$)	Lowest Price (HK\$)
2021		
May	0.090	0.075
June	0.105	0.072
July	0.082	0.072
August	0.088	0.073
September	0.095	0.066
October	0.085	0.070
November	0.081	0.071
December	0.080	0.068
2022		
January	0.077	0.064
February	0.112	0.069
March	0.095	0.060
April	0.090	0.072
May (up to the Latest Practicable Date)	0.097	0.073

The following are the particulars of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles.

EXECUTIVE DIRECTOR**Mr. Yang Xingan (“Mr. Yang”)**

Mr. Yang, aged 52, was appointed as an Executive Director of the Company in January 2015. He graduated from the Wuhan University of Science and Technology, majoring in industrial and civil architecture. He is a registered constructor in the People’s Republic of China, a senior engineer and a member of the Architectural Society of China. Mr. Yang has over 20 years of management experience in construction and real estate development. He joined Hubei State-owned Huanggai Hu Property Development Company (湖北省國營黃蓋湖城建房產開發工程公司) as a technician in July 1993 and was holding the position as a general manager by the time he left in February 2001. Between March 2001 and July 2005, Mr. Yang was the project manager of Archibal Decoration Co., Ltd. (深圳市新邦裝飾設計工程有限公司). From August 2005 to February 2009, he joined Shenzhen Yingfeng Decoration Engineering Co., Limited (深圳市盈鋒裝飾工程有限公司) as a partner. Since March 2009, Mr. Yang has been the Legal Representative and Chairman of Jiangsu Anxin Digital Property Co., Limited (江蘇省安芯數字置業有限公司).

Mr. Yang is appointed for a specific term of two years and subject to the rotational retirement and re-election provisions of the Articles. Mr. Yang is entitled to a director fee of HK\$20,000 per month and such other remuneration as may be determined by the Board and remuneration committee with reference to Mr. Yang’s duties and responsibilities and prevailing market conditions. Such remuneration is covered in his appointment letter with the Company.

As at the Latest Practicable Date, (i) Mr. Yang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) Mr. Yang does not have any interests in shares of the Company within the meaning of Part XV of the SFO; (iii) Mr. Yang does not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the period of three years preceding the Latest Practicable Date and does not hold other major appointments and professional qualifications; and (iv) Mr. Yang does not hold other positions with the Company or any of its subsidiaries.

Mr. Yang received a public censure from the Stock Exchange for his breach of the GEM Listing Rules 5.01(6) and the obligations under the declarations and undertakings with regard to director given to the Stock Exchange in the form set out in Appendix 6A to the GEM Listing Rules. For details, please refer to the regulatory announcement & news dated 30 October 2018 released by the Stock Exchange.

There is no other information relating to Mr. Yang which is required to be disclosed pursuant to Rule 17.50(2)(i) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Ms. Yang Shu Yan (“Ms. Yang”)**

Ms. Yang, aged 42, is a certified public accountant in the People’s Republic of China. She graduated from the South China University of Technology with a dual bachelor’s degree in E-commerce and Technical English. She has over ten years of working experience in auditing and finance. She had worked in KPMG. She has served as the financial controller of a project investment company in Shenzhen since October 2015. Ms. Yang was appointed as an Independent Non-Executive Director and chairlady of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 29 May 2015.

Ms. Yang was appointed for a term of two years and subject to the rotational retirement and re-election provisions of the Articles. Ms. Yang is entitled to receive a director fee of HK\$10,000 per month as determined by the Board and the remuneration committee, with reference to her experience, duties and responsibilities. Such remuneration is covered in her appointment letter with the Company.

As at the Latest Practicable Date, (i) Ms. Yang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (ii) Ms. Yang does not have any interests in Shares of the Company within the meaning of Part XV of the SFO; (iii) Ms. Yang does not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the period of three years preceding the Latest Practicable Date and does not hold other major appointments; and (iv) Ms. Yang does not hold other positions within the Group.

Ms. Yang received a public censure from the Stock Exchange for her breach of the GEM Listing Rules 5.01(6) and the obligations under the declarations and undertakings with regard to Director given to the Stock Exchange in the form set out in Appendix 6A to the GEM Listing Rules. For details, please refer to the regulatory announcement & news dated 30 October 2018 released by the Stock Exchange.

There is no other information relating to Ms. Yang which is required to be disclosed pursuant to Rule 17.50(2)(i) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF AGM

Sino Splendid Holdings Limited

中國華泰瑞銀控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8006)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of the shareholders of Sino Splendid Holdings Limited 中國華泰瑞銀控股有限公司 (the “Company”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 30 June 2022 at 3 p.m. for the following purposes:

As ordinary business:

1. to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and the independent auditor of the Company for the year ended 31 December 2021;
2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Yang Xingan as an executive Director;
 - (b) to re-elect Ms. Yang Shu Yan as an independent non-executive Director;
 - (c) to authorise the board of Directors (the “Board”) to fix the remuneration of the Directors;
3. to re-appoint Messrs. Elite Partners CPA Limited as auditor of the Company and authorise the Board to fix their remuneration;

As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), 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 and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; or
 - (iii) the exercise of any options granted under the share option scheme of the Company; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the memorandum and articles of association of the Company (the “Articles”) in force from time to time

shall not exceed 20% of the total number of shares of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this ordinary resolution:

“Relevant Period” means the period from the date of passing 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, or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

NOTICE OF AGM

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their holdings of shares of the Company (subject to such exclusion 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 or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares on the GEM or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly.
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing 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, or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

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6. “**THAT:**

conditional upon to the passing of resolutions nos. 4 and 5 above, the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company to allot, issue and otherwise deal with shares pursuant to the said resolution no. 4 be and is hereby extended by the addition thereto of the total number of shares repurchased by the Company under the authority granted pursuant to the said resolution no. 5, provided that such number of shares so repurchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing the said resolution no. 5.”

7. “**THAT:**

subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below), the refreshment of the existing limit in respect of the grant of options to subscribe for Shares under the share option scheme adopted by the Company on 31 December 2013 (the “2013 Share Option Scheme”) be and is hereby approved provided that the total number of share capital of the Company which may be allotted or issued pursuant to the exercise of options granted under the 2013 Share Option Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the 2013 Share Option Scheme or such other scheme(s) of the Company) shall not exceed 10% of the total number of the share capital of the Company in issue at the date of passing this resolution (the “Scheme Mandate Limit”) and the Directors be and are hereby authorised to grant options under the 2013 Share Option Scheme up to the Scheme Mandate Limit, to exercise all powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

By order of the Board
Sino Splendid Holdings Limited
Wang Tao
Executive Director

Hong Kong, 31 May 2022

NOTICE OF AGM

Registered office:

P.O. Box 309, Ugland House
South Church Street
George Town
Grand Cayman KY1-1104
Cayman Islands

Principal place of business in Hong Kong:

Unit 2302, 23/F.
New World Tower 1
18 Queen's Road Central
Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting and in default thereof the form of proxy shall not be treated as valid.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the AGM either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from Monday, 27 June 2022 to Thursday, 30 June 2022 (both dates inclusive), during which no transfer of shares will be effected. In order to qualify for the right to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 24 June 2022.
6. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.sinosplendid.com and on the website of HKExnews (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.