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If you have sold or transferred all your shares in **Shenwan Hongyuan (H.K.) Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SHENWAN HONGYUAN (H.K.) LIMITED

申萬宏源(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 218)

PROPOSALS INVOLVING

- (1) RE-ELECTION OF RETIRING DIRECTORS;**
 - (2) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES**
 - AND**
 - (3) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening the annual general meeting of Shenwan Hongyuan (H.K.) Limited (the “**Company**”) to be held at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 24 May 2024 at 9:30 a.m. is set out on pages 12 to 16 of this circular. Whether or not you are able to attend the annual general meeting, you are advised to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the office of the Company at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the annual general meeting (i.e. 9:30 a.m. on Wednesday, 22 May 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

25 April 2024

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context otherwise requires:

“Annual General Meeting”	the annual general meeting of the Company to be held at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 24 May 2024 at 9:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“Company”	Shenwan Hongyuan (H.K.) Limited, the shares of which are listed on the Stock Exchange
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Director(s)”	the director(s) of the Company
“General Mandate”	the general authority to the Directors to allot, issue and deal with Shares in accordance with the terms set out in Ordinary Resolutions 4 and 6 in the notice convening the Annual General Meeting dated 24 May 2024
“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
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Repurchase Mandate”	the authority to the Directors to exercise all the powers of the Company to repurchase Shares of the Company in accordance with the terms set out in Ordinary Resolution 5 in the notice convening the Annual General Meeting dated 24 May 2024
“Share(s)”	ordinary share(s) of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



SHENWAN HONGYUAN (H.K.) LIMITED
申萬宏源(香港)有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 218)

Executive Directors:

Wu Meng (*Chairman*)
Tan Weijun
Liang Jun (*Chief Executive Officer*)
Hu Jing

Registered Office:

Level 6
Three Pacific Place
1 Queen's Road East
Hong Kong

Non-executive Director:

Zhang Lei
Ren Xiaotao

Independent Non-executive Directors:

Ng Wing Hang Patrick
Kwok Lam Kwong Larry

25 April 2024

To the Shareholders,

Dear Sir or Madam,

PROPOSALS INVOLVING
(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against the resolutions, and to give you the notice of the Annual General Meeting.

LETTER FROM THE BOARD

The resolutions include (i) re-election of retiring Directors; (ii) granting to the Directors a general and unconditional mandate (a) to issue further Shares representing up to 20% of the aggregate number of shares in issue of the Company as at the date of passing of the resolution, and (b) to issue Shares not exceeding the aggregate number of shares repurchased pursuant to the Share Repurchase Mandate; (c) granting to the Directors the Share Repurchase Mandate.

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the following requirements:

1. Article 100 of the Articles of Association states that any Director newly appointed shall hold office only until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election;
2. Article 109(A) of the Articles of Association states that at each annual general meeting, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election. The retiring Directors shall be eligible for re-election; and
3. Code provision B.2.3 of the Corporate Governance Code set out in Appendix C1 of the Listing Rules states that if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by the shareholders;

Mr. Liang Jun, Mr. Ng Wing Hang Patrick and Mr. Kwok Lam Kwong Larry shall retire at the conclusion of the Annual General Meeting and being eligible, will offer themselves for re-election.

The Nomination Committee has reviewed and considered the experience, skills and knowledge of each retiring Director having regard to the selection criteria as set out in the director nomination policy of the Company and the diversity aspects as set out in the board diversity policy of the Company, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the Annual General Meeting.

The Nomination Committee and the Board have also reviewed and assessed the independence of each individual Independent Non-executive Director including those to be re-elected at the Annual General Meeting, namely Mr. Ng Wing Hang Patrick, and Mr. Kwok Lam Kwong Larry, based on the annual confirmation of independence (against the independence guidelines as set out in rule 3.13 of the Listing Rules) provided by such Directors and considered that all Independent Non-executive Directors are still regarded as independent. Notwithstanding the fact that Mr. Ng Wing Hang Patrick and Mr. Kwok Lam Kwong Larry have served the Company for more than nine years, they were not involved in the daily management of the Company nor in any relationship or circumstances which would materially affect their exercise of independent judgement. Having regard to the professional experience of Mr. Ng Wing Hang Patrick and Mr. Kwok Lam Kwong Larry in accounting and legal industries respectively and their positive contributions to the Board through their participation in the Board's discussions and decisions, the Board is

LETTER FROM THE BOARD

therefore considered that they are still regarded as independent and believed that their valuable knowledge and experience in the Group's business and their general business acumen continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

Brief biography, as at the Latest Practicable Date, of each of the Directors to be re-elected at the Annual General Meeting is set out below:

Mr. Liang Jun, aged 39, was appointed as an Executive Director and the Chief Executive Officer of the Company on 12 June 2021. Mr. Liang is currently the chairman of the Management Committee and a member of each of the Risk Committee, the Environmental, Social and Governance Committee and the Executive Committee of the Company. Mr. Liang is also a deputy general manager of Shenwan Hongyuan (International) Holdings Limited, being a company controlled by Shenwan Hongyuan Group Co., Ltd. (6806.HK, 000166.SZ), the holding company of the Company. He joined the Group in June 2019 as Head of Equity Capital Markets and subsequently has been appointed as a Deputy General Manager and Head of Global Capital Markets Division of the Group. Prior to joining the Group, Mr. Liang worked in the risk management department, the CEO office and fixed income department of CITIC Securities Company Limited, and the equity capital market department of CLSA Limited. He has more than 17 years' experience in securities business. Mr. Liang holds a Master's Degree in Business Administration from Guanghua School of Management, Peking University, and a Postgraduate Master's Degree in Finance from Nankai University. He also is a Chartered Financial Analyst (CFA) and a Financial Risk Manager (FRM).

Save as disclosed above, Mr. Liang did not hold any other directorships in other Hong Kong or overseas listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Liang holds directorships in certain wholly-owned subsidiaries of the Company. Save as disclosed above, she does not have any relationship with any other Director, senior management, controlling shareholder or substantial shareholder of the Company.

Mr. Liang does not have interests in the Shares of the Company within the meaning of Part XV of the SFO. Mr. Liang was appointed as an Executive Director of the Company for a term until the conclusion of the Annual General Meeting to be held in 2024 and subject to retirement by rotation and re-election in accordance with the New Articles of Association, applicable laws and other regulatory requirements. Mr. Liang received a sum of HK\$4,224,000 being salary, allowances, benefits in kind, retirement benefit scheme contributions and performance related discretionary bonuses for his position as Chief Executive Officer of the Company for the year ended 31 December 2023. Save as disclosed above, Mr. Liang has not received any director's fee and other remuneration from the Company.

In relation to the re-election of Mr. Liang as Director, there is no other information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Ng Wing Hang Patrick, aged 71, was appointed as an Independent Non-executive Director of the Company in January 1995. He is currently the chairman of the Audit Committee and the Risk Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company. Mr. Ng is a practising Certified Public Accountant in Hong Kong and is the Managing Director of Pan-China

LETTER FROM THE BOARD

(H.K.) CPA Limited, a certified public accountants firm in Hong Kong. He also serves as an Independent Non-executive Director of Far East Hotels and Entertainment Limited (Stock Code: 37), which is listed on the Hong Kong Stock Exchange. Mr. Ng graduated from The Hong Kong Polytechnic University in 1975.

Save as disclosed above, Mr. Ng did not hold any other directorship in other Hong Kong or overseas listed public company in the last three years.

Mr. Ng has no financial or family relationships with any other Director, senior management, controlling shareholder or substantial shareholder of the Company.

Mr. Ng does not have interests in the Shares of the Company within the meaning of Part XV of the SFO. Pursuant to a letter of appointment issued by the Company, Mr. Ng was appointed as an Independent Non-executive Director of the Company for a term until the conclusion of the Annual General Meeting of the Company to be held in 2024 and subject to retirement by rotation and re-election in accordance with the Articles of Association, applicable laws and other regulatory requirements. The remuneration of Mr. Ng is determined by the Board with reference to the remuneration benchmark in the industry and the prevailing market conditions. Mr. Ng received a director's fee of HK\$180,000 for the year ended 31 December 2023.

In relation to the re-election of Mr. Ng as Director, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Kwok Lam Kwong Larry, *S.B.S., J.P.*, aged 68, was appointed as an Independent Non-executive Director of the Company in March 1995. He is currently the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee, the Risk Committee and the Environmental, Social and Governance Committee of the Company. Mr. Kwok is a practising solicitor in Hong Kong and is also qualified to practise as a solicitor in Australia, England and Wales and Singapore. He is also qualified as a Chartered Accountant in England and Wales and a CPA in Hong Kong and Australia. Mr. Kwok graduated from the University of Sydney, Australia with Bachelor's Degrees in Economics and Laws as well as a Master's Degree in Laws. He also obtained the Advanced Management Program Diploma from the Harvard Business School. Mr. Kwok is currently a chairman of the Appeal Tribunal Panel of the Buildings Ordinance (Cap. 123).

Mr. Kwok is currently a Non-executive Director of First Shanghai Investments Limited (Stock Code: 227), an Independent Non-executive Director of Café de Coral Holdings Limited (Stock Code: 341), Starlite Holdings Limited (Stock Code: 403), AAC Technologies Holdings Inc. (Stock Code: 2018) and China Oilfield Services Limited (Stock Code: 2883), which are all listed on the Stock Exchange. Mr. Kwok is also an Independent Non-executive Director of CMB Wing Lung Bank Limited, a Director of Association of Hong Kong Capital Market Practitioners Limited and Honorary Treasurer of Heep Hong Society.

Save as disclosed above, Mr. Kwok did not hold any other directorship in other Hong Kong or overseas listed public company in the last three years.

Mr. Kwok has no financial or family relationships with any other Director, senior management, controlling shareholder or substantial shareholder of the Company.

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Mr. Kwok does not have interests in the Shares of the Company within the meaning of Part XV of the SFO. Pursuant to a letter of appointment issued by the Company, Mr. Kwok was appointed as an Independent Non-executive Director of the Company for a term until the conclusion of the Annual General Meeting of the Company to be held in 2024 and subject to retirement by rotation and re-election in accordance with the Articles of Association, applicable laws and other regulatory requirements. The remuneration of Mr. Kwok is determined by the Board with reference to the remuneration benchmark in the industry and the prevailing market conditions. Mr. Kwok received a director's fee of HK\$180,000 for the year ended 31 December 2023.

In relation to the re-election of Mr. Kwok as Director, there is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 25 May 2023, resolutions were passed granting to the Directors a general and unconditional mandate (1) to issue further Shares representing up to 20% of the aggregate number of shares in issue of the Company; and (2) to issue Shares not exceeding the aggregate number of shares repurchased. This general mandate will expire at the conclusion of the Annual General Meeting of the Company to be held on 24 May 2024.

At the Annual General Meeting, it will be proposed that the Directors be granted a general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of shares in issue of the Company as at the date when the relevant ordinary resolution is passed. As such, the maximum number of shares which may be issued pursuant to the General Mandate will be 312,227,737 Shares. The total number of Shares subject to the General Mandate will be increased by the addition thereto of any Shares repurchased by the Company under the proposed Share Repurchase Mandate.

4. SHARE REPURCHASE MANDATE

At the annual general meeting of the Company held on 25 May 2023, resolution was passed granting to the Directors all the powers to repurchase up to 10% of the aggregate number of shares in issue of the Company. This general mandate to repurchase of shares will expire at the conclusion of the Annual General Meeting of the Company to be held on 24 May 2024.

At the Annual General Meeting, it will be proposed that the Directors be granted the Share Repurchase Mandate, which will enable the Directors to exercise all the powers of the Company to repurchase its own Shares at any time until the earlier of the conclusion of the next annual general meeting (unless the mandate is renewed at such meeting), the expiration of the period within which the next annual general meeting is required by the Articles of Association or by law to be held, and the revocation or variation of the authority given under the Share Repurchase Mandate by an ordinary resolution of Shareholders in general meeting. The total number and description of Shares which may be repurchased pursuant to the Share Repurchase Mandate is limited to a maximum of 10% of the number of shares in issue of the Company as at the date when the Share Repurchase Mandate is granted.

LETTER FROM THE BOARD

Exercise of The Share Repurchase Mandate

As at the Latest Practicable Date, the total number of shares in issue of the Company was 1,561,138,689 Shares.

Subject to the passing of the ordinary resolution to approve the Share Repurchase Mandate, and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 156,113,868 Shares.

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 Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of Hong Kong and the Listing Rules. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

The Directors propose that such repurchases of Shares will be appropriately financed by the Company's internal resources and/or available banking facilities. There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023 and taking into account the financial position of the Company as at the Latest Practicable Date, in the event that the proposed Share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

LETTER FROM THE BOARD

Share Prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months prior to the Latest Practicable Date and during April 2024 (up to and including the Latest Practicable Date) were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
2023		
April	0.480	0.405
May	0.510	0.400
June	0.430	0.370
July	0.500	0.370
August	0.460	0.350
September	0.375	0.340
October	0.390	0.325
November	0.400	0.350
December	0.375	0.340
2024		
January	0.355	0.255
February	0.300	0.260
March	0.375	0.280
April (<i>up to and including the Latest Practicable Date</i>)	0.330	0.260

Disclosure of Interests

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell the Shares to the Company, or have undertaken not to do so in the event that the Share Repurchase Mandate is approved by the Shareholders.

Directors' Undertaking

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules and the laws of Hong Kong.

Share Repurchases made by the Company

No repurchases of the Shares were made by the Company, whether on the Stock Exchange or otherwise, in the previous six months prior to the Latest Practicable Date.

LETTER FROM THE BOARD

Takeovers Code Consequences

If, as a result of a repurchase of the 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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, 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.

In the event that the Share Repurchase Mandate is exercised in full, the interest of Shenwan Hongyuan Group Co., Ltd., the ultimate controlling shareholder of the Company, in the issued Shares would increase from 75%, as at the Latest Practicable Date, to 83.33% approximately. Therefore, Shenwan Hongyuan Group Co., Ltd. shall not be subject to any obligation under Rule 26 of the Takeovers Code. Besides, the Directors are not aware of any Shareholder, or any group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate.

5. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 12 to 16 of this circular at which ordinary resolutions will be proposed to approve the re-election of the retiring Directors, the appointment of independent non-executive Director, to grant to the Directors the general mandates and to issue and repurchase Shares.

A proxy form for use at the Annual General Meeting is enclosed herewith and is also published on the website of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.swhyhk.com>). Whether or not you are able to attend the Annual General Meeting, you are advised to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the office of the Company at Level 6, Three Pacific Place, 1 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the annual general meeting (i.e. 9:30 a.m. on Wednesday, 22 May 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form 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.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the Annual General Meeting shall be decided by poll. An explanation of the detailed procedures of conducting a poll will be provided to Shareholders at the commencement of the Annual General Meeting, to ensure that Shareholders are familiar with such procedures.

The poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.swhyhk.com> after the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors believe that among other things the re-election of Directors, the General Mandate and the Share Repurchase Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the relevant resolutions to be proposed in the Annual General Meeting as they intend to do themselves in respect of the Shares controlled by them.

Yours faithfully,
On behalf of the Board
Shenwan Hongyuan (H.K.) Limited
Wu Meng
Chairman

NOTICE OF ANNUAL GENERAL MEETING



SHENWAN HONGYUAN (H.K.) LIMITED
申萬宏源(香港)有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 218)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Shenwan Hongyuan (H.K.) Limited (the “**Company**”) will be held at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong, on Friday, 24 May 2024 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the Audited Consolidated Financial Statements, Report of the Directors and Independent Auditor’s Report for the year ended 31 December 2023;
2. (a) (i) To re-elect Mr. Liang Jun as an executive Director;

(ii) To re-elect Mr. Ng Wing Hang Patrick as an independent non-executive Director;

(iii) To re-elect Mr. Kwok Lam Kwong Larry as an independent non-executive Director; and

(b) To authorise the Board of Directors to fix Directors’ fees for the year ending 31 December 2024;
3. To re-appoint Messrs. KPMG as the auditor of the Company and to authorise the Board of Directors to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

As special business to consider and, if thought fit, pass with or without amendments, the following Ordinary Resolutions:

4. **“THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or 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 an option or otherwise) by the Directors of the Company pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversions attaching to any warrants issued by the Company or any securities which are convertible into shares;
 - (iii) any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or a part of a dividend on such shares in accordance with the Articles of Association of the Company;

shall not exceed 20% of the aggregate number of shares of the Company in issue at the date of the passing of this Resolution, and this approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the New Articles of Association or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by 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 of the Company to holders of shares whose names appear 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 of the Company 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 recognized regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in sub-paragraph (a) above shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 New Articles of Association or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of Ordinary Resolutions 4 and 5, the general mandate granted to the Directors of the Company to exercise the power of the Company to allot, issue and deal with shares pursuant to Ordinary Resolution 4 set out in the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution 5 set out in the notice convening this Meeting, provided that such amount shall not exceed 10% of the aggregate number of shares in issue of the Company at the date of passing of this Ordinary Resolution.”

By order of the Board
Shenwan Hongyuan (H.K.) Limited
Wong Che Keung Leslie
Company Secretary

Hong Kong, 25 April 2024

As at the date of this notice, the Board of the Company comprises eight Directors, of which Ms. Wu Meng, Mr. Tan Weijun, Mr. Liang Jun and Mr. Hu Jing are the executive Directors, Mr. Zhang Lei and Mr. Ren Xiaotao are the non-executive Directors, Mr. Ng Wing Hang Patrick and Mr. Kwok Lam Kwong Larry are the independent non-executive Directors.

Notes:

1. The register of members of the Company will be closed from Friday, 17 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfers of Shares will be registered. In order to qualify for attending and voting at the 2024 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration by no later than 4:30 p.m. on Thursday, 16 May 2024.
2. A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and vote on his behalf and such proxy need not be a member of the Company.
3. When there are joint holders of any share, any one of such joint holders may vote at the annual general meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the annual general meeting, either personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of it.
4. In order to be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the office of the Company at Level 6, Three Pacific Place, 1 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding of the annual general meeting (i.e. 9:30 a.m. on Wednesday, 22 May 2024) or any adjournment thereof (as the case may be).

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5. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Concerning Ordinary Resolutions 4 to 6, the Directors wish to state that they have no immediate plans to issue any new shares of the Company or repurchase any existing shares of the Company.
7. An explanatory statement as required by the Listing Rules in connection with the proposed share repurchase mandate under Ordinary Resolution 5 above is set out on pages 7 to 10 of this circular.
8. Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. An explanation of the detailed procedures of conducting a poll will be provided to Shareholders at the commencement of the annual general meeting, to ensure that Shareholders are familiar with such procedures.
9. In case the general meeting is anticipated to be affected by black rainstorm or tropical cyclone with warning signal No. 8 or above, please refer to the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.swhyhk.com> for announcement on bad weather arrangement for the general meeting.