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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your 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 Shenghui Cleanness Group Holdings Limited (the “**Company**”), you should at once hand this circular together with 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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Shenghui Cleanness Group Holdings Limited
升輝清潔集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2521)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 28 June 2024 at 21/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong (the “**AGM**”) is set out on pages 22 to 26 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. For the avoidance of doubt, holders of treasury Shares (if any) have no voting rights at the Company’s general meeting(s).

21 May 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 28 June 2024 at 21/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System established and operated by HKSCC
“Company”	Shenghui Cleanness Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board
“Consultation Conclusions”	the Consultation Conclusions on the Proposed Amendments to Listing Rules Relating to Treasury Shares published by the Stock Exchange on 12 April 2024
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	The Hong Kong Securities Clearing Company Limited
“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
“Issue Mandate”	the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with the Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of the issued shares of the Company (excluding any treasury Shares) as at the date of passing the relevant ordinary resolution for approving the issue mandate
“Latest Practicable Date”	14 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“PRC”	the People’s Republic of China excludes Hong Kong, the Macao Special Administrative Region and Taiwan
“Proposed Amendments to the Listing Rules”	the amendments to the Listing Rules to take effect on 11 June 2024, as set forth in the Consultation Conclusions
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase the Shares up to a maximum of 10% of the total number of the issued shares of the Company (excluding any treasury Shares) as at the date of passing of the ordinary resolution approving the repurchase mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company (for the avoidance of doubt, the holders of treasury Shares have no voting rights at the general meeting(s) 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 as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Proposed Amendments to the Listing Rules which will come into effect on 11 June 2024
“%”	per cent

LETTER FROM THE BOARD



Shenghui Cleanness Group Holdings Limited **升輝清潔集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2521)

Executive Directors:

Mr. Li Chenghua (*Chairman and Chief Executive Officer*)
Mr. Chen Liming

Independent Non-Executive Directors:

Ms. Chong Sze Pui Joanne, MH
Ms. Cheung Bo Man
Ms. Yau Yin Hung

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

*Headquarters and Principal Place
of Business in the PRC:*

3/F, Office Block
36 Xinguang Road
Xinzao Town
Panyu District
Guangzhou, PRC

*Principal Place of Business
in Hong Kong:*

5th Floor, Gloucester Tower
The Landmark
11 Pedder Street
Central, Hong Kong

21 May 2024

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the extension of the Issue Mandate; and (iv) the re-election of retiring Directors; and to give you the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Pursuant to the Consultation Conclusions, amendments would be made to the Listing Rules to govern the resale of treasury Shares by an issuer in the same manner that currently applies to an issue of new shares.

Taking into account the Proposed Amendments to the Listing Rules as to treasury Shares that would come into effect on 11 June 2024, in order to ensure greater flexibility for the Company to issue new Shares (including any sale or transfer of treasury Shares), an ordinary resolution will be proposed at the AGM to grant to the Directors a general mandate to exercise the powers of the Company to allot and issue new Shares (including any sale or transfer of treasury Shares) in the share capital of the Company not exceeding 20% of the total number of Shares in issue (excluding any treasury Shares) as at the date of the passing of the resolution in relation to such general mandate.

For the avoidance of doubt, subject to the Shareholders considering and approving, among others, such general mandate at the AGM, the Company will then become able to utilize such general mandate to resell and/or transfer any Shares out of treasury and held as treasury Shares after the Proposed Amendments to the Listing Rules as to the treasury Shares come into effect on 11 June 2024.

As at the Latest Practicable Date, the Company had 1,625,000,000 Shares in issue and the Company did not hold any treasury Shares. The Company's existing mandates to issue and repurchase the Shares were approved by its then Shareholders on 14 November 2023. 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 for the Shareholders to consider and approve:

- (a) the granting of the Issue Mandate so that the Directors will be able to allot, issue and deal with up to a total of 325,000,000 Shares, representing 20% of the total number of issued Shares (excluding any treasury Shares) on the date of passing of such resolution (based on 1,625,000,000 Shares in issue (excluding any treasury Shares) as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM);
- (b) the granting of the Repurchase Mandate so that the Directors are authorized to repurchase Shares on the Stock Exchange up to a total of 162,500,000 Shares, representing 10% of the total number of issued Shares (excluding any treasury Shares) on the date of passing of such resolution; and
- (c) the extension of the Issue Mandate by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

At the AGM, all the Directors, namely Mr. Li Chenghua, Mr. Chen Liming, Ms. Chong Sze Pui Joanne, MH, Ms. Cheung Bo Man and Ms. Yau Yin Hung will retire from office by rotation in accordance with Articles 83 to 84 of the Articles of Association and, being eligible, will offer themselves for re-election.

In accordance with Article 84 of the Articles of Association, at each annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not a multiple of three, 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 at an annual general meeting of the Company at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Li Chenghua and Mr. Chen Liming, the executive Directors, will retire from office at the AGM and, being eligible, will offer themselves for re-election.

In accordance with Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. In accordance with Article 84(2) of the Articles of Association, any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Ms. Chong Sze Pui Joanne, MH, Ms. Cheung Bo Man and Ms. Yau Yin Hung, the independent non-executive Directors, will retire from office at the AGM and, being eligible, will offer themselves for re-election.

Particulars of the Directors who offer themselves for re-election are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 22 to 26 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. If you are unable to attend the AGM, you are requested to complete and sign the 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. For the avoidance of doubt, holders of treasury Shares (if any) have no voting rights at the Company's general meeting(s).

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rules 13.39(5)–(5A) of the Listing Rules.

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Shenghui Cleanness Group Holdings Limited
Li Chenghua
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate.

1. STOCK EXCHANGE 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 in 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. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,625,000,000 Shares and the Company did not hold any treasury Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorized to repurchase up to a maximum of 162,500,000 Shares, representing 10% of the total number of the issued Shares (excluding any treasury Shares) as at the Latest Practicable Date during the period up to (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

3. REASONS FOR THE REPURCHASE

The Directors consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with the amended and restated memorandum and articles of association of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 December 2023, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. DIRECTORS AND THEIR CLOSE ASSOCIATES

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

7. DIRECTORS' UNDERTAKING

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company confirms that the explanatory statement set out in this Appendix I contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

8. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 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.

As at the Latest Practicable Date, Mr. Li Chenghua (“**Mr. Li**”) and Mr. Chen Liming (“**Mr. Chen**”), together with companies controlled by them, are interested in 1,173,087,500 Shares representing approximately 72.19% of the issued share capital of the Company. The 586,543,750 Shares are owned by Prosperity Cleanness Investment Holdings Limited (“**Prosperity Cleanness**”) which is wholly owned by Mr. Li and the 586,543,750 Shares are owned by Sunrise Cleanness Investment Holdings Limited (“**Sunrise Cleanness**”) which is wholly owned by Mr. Chen. On 16 March 2021, Mr. Li and Mr. Chen executed the confirmation (the “**Controlling Shareholders’ Confirmation**”), pursuant to which Mr. Li and Mr. Chen confirmed that they have been a group of the Company’s controlling shareholders who refers to Mr. Chen, Mr. Li, Prosperity Cleanness and Sunrise Cleanness (the “**Controlling Shareholders**”) under the Listing Rules and voted in an unanimous manner on all matters required to be resolved by them in all shareholders’ meetings as shareholders and/or ultimate beneficial owners (as the case may be) of Guangzhou Shenghui Cleanness Service Co., Ltd.* (廣州市升輝清潔服務有限公司) (“**Guangzhou Shenghui**”), Guangzhou Xinhui Technology Property Co., Ltd.* (廣州市昕輝科技物業有限公司) (“**Guangzhou Xinhui**”) and Guangxi Shenghui Cleanness Service Co., Ltd.* (廣西升輝清潔服務有限公司) since the respective date of establishment of the foregoing companies and will continue to be a group of the Controlling Shareholders and vote in a unanimous manner on all matters required to be resolved by them in all board (where applicable) and shareholders’ meeting as directors (where applicable), shareholders and/or ultimate beneficial owners (as the case may be) of the Group until the Controlling Shareholders’ Confirmation is terminated in writing. Accordingly, each of the Controlling Shareholders is deemed to be interested in 72.19% of the issued share capital of the Company. Ms. Tang Yongzhen is the spouse of Mr. Li and accordingly, is deemed to be interested in all the Shares in which Mr. Li is interested under the SFO.

In the event that the Repurchase Mandate is exercised in full, the interest of Mr. Chen, Mr. Li, Prosperity Cleanness and Sunrise Cleanness will increase to approximately 80.21%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the number of Shares held by the public to less than 25%.

In respect of the public float, the Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Listing Rules.

9. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of the Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

* for identification purpose only

10. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has he/she/it undertaken not to do so in the event that the Repurchase Mandate is approved and exercised.

11. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous five months (since the Shares were listed on the Stock Exchange on 5 December 2023) before the Latest Practicable Date were as follows:

	Share Prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
December (since the Shares were listed on the Stock Exchange on 5 December 2023)	0.435	0.285
2024		
January	0.410	0.250
February	0.300	0.250
March	0.310	0.222
April	0.248	0.201
May (up to and including the Latest Practicable Date)	0.315	0.236

12. STATUS OF REPURCHASED SHARES

Following a repurchase of the Shares, the Company may cancel any repurchased Shares and/or hold them as treasury Shares subject to, among others, applicable laws, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances. Shareholders and potential investors of the Company should pay attention to any announcement to be published by the Company in the future, including but without limitation, any next day disclosure return and any relevant monthly return.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

- (i) procuring its broker not to give instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS;

- (ii) in the case of dividends or distributions (if any and where applicable), the Company shall withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the relevant record date for the dividend or distributions; or

- (iii) take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

APPENDIX II DETAILS OF DIRECTORS FOR RE-ELECTION

The following are the particulars of the Directors proposed to be re-elected at the AGM:

1. **Mr. Li Chenghua**, aged 51, is the chairman of the Board (the “**Chairman**”), chief executive officer and an executive director of the Company. He joined the Group in August 2000 and is one of the founders of the Group. He was appointed as a Director on 4 January 2021 and re-designated as the Chairman, chief executive officer and an executive Director of the Company on 16 March 2021. Mr. Li is responsible for overall strategic planning, management, operation and business development of the Group. He is currently also a director of the subsidiaries of the Company, Shenghui Cleanness (BVI) Limited (“**Shenghui Cleanness (BVI)**”), Shenghui Cleanness (HK) Limited (“**Shenghui Cleanness (HK)**”), Guangzhou Xinhui and Guangzhou Shenghui.

Mr. Li is an entrepreneur with over 25 years of management and operational experience in the cleaning service industry and has led the growth of the Group over the years.

Mr. Li completed an on-job CEO Training Course (Executive Master of Business Administration)* (EMBA課程總裁研修班) at Sun Yat-sen University in the PRC in April 2014. Mr. Li is also an active member of the sanitation industry in Guangzhou as he served as the president of the Industry Association of Sanitation of Panyu District of Guangzhou City* (廣州市番禺區環衛行業協會) from October 2016 to October 2020 and was elected as the vice president of the Guangzhou Industry Association of Sanitation (廣州環衛行業協會) for three consecutive terms from December 2011 to December 2023.

Mr. Li was a director or supervisor of the following companies at the time of their respective dissolution. The relevant details are as follows:

Company name	Place of establishment	Position held	Nature of business immediately prior to dissolution	Date of dissolution	Means of dissolution
Guangzhou Shengfeng	PRC	Executive director and general manager	Guangzhou Shengfeng was a dormant company prior to dissolution	11 November 2020	Deregistration
Guangzhou Pinwaipin	PRC	Supervisor	Food importer	23 November 2020	Deregistration

APPENDIX II DETAILS OF DIRECTORS FOR RE-ELECTION

Mr. Li confirmed that the above companies were solvent immediately prior to their respective dissolution. He further confirmed that there was no fraudulent act or misfeasance on his part leading to the dissolution of such companies and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of such companies.

Save as disclosed above, Mr. Li did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

Mr. Li is one of the controlling shareholders of the Company under the Listing Rules. As at the Latest Practicable Date, Mr. Li was deemed to be interested in 1,173,087,500 Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Li does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Li entered into a service agreement with the Company for an initial term of three years commencing from 5 December 2023 and shall continue thereafter unless and until terminated by either the Company or Mr. Li giving to the other not less than three months' notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual salary payable to Mr. Li under the service agreement is HK\$900,000 (exclusive of salary, commission, housing reimbursement and allowances), which was determined with reference to the salaries paid by comparable companies, experience, responsibilities, workload, the time devoted to the Group, individual performance and the performance of the Group. Mr. Li may be entitled to, if so recommended by the remuneration committee of the Company and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and the performance of Mr. Li. The emoluments paid or payable to Mr. Li for the year ended 31 December 2023 amounted to approximately RMB352,000.

Save as disclosed above, there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

* *for identification purposes only*

2. **Mr. Chen Liming**, aged 53, is the executive Director. He joined the Group in August 2000 and is one of the founders of the Group. He was appointed as a Director on 16 March 2021 and re-designated as an executive Director on the same day. Mr. Chen is responsible for providing industrial advice to the Group, as well as strategic management of and formulating business strategies for the Group. He is also a director of the subsidiaries of the Company, Shenghui Cleanness (BVI) and Shenghui Cleanness (HK).

Mr. Chen is an entrepreneur with over 23 years of management and operational experience in the cleaning service industry and has led the growth of the Group over the years. Prior to the establishment of the Group, Mr. Chen had experience in the cleaning industry. Since April 1999, he has been operating Guangzhou Panyu Nancun Qikai Construction Engineering Services Department* (廣州市番禺區南村啟凱建築工程服務部) (formerly known as Guangzhou Panyu Nancun Zhujiang Sanitation Cleaning Services Department* (廣州市番禺區南村珠江環衛清潔服務部) (“**Zhujiang Sanitation**”)) as a sole proprietor, which principally provided waste transfer and disposal services since its establishment and during most of the period of financial years ended 31 December 2020 to 2022 and six months ended 30 June 2023. For the purpose of focusing the operations of cleaning related businesses by the Group, Mr. Chen ceased the operation of the domestic waste transfer and disposal business of Zhujiang Sanitation on 11 December 2020.

In August 2000, Mr. Chen co-founded Guangzhou Shenghui with Mr. Li and has been responsible for overseeing the daily operations of Guangzhou Shenghui. He also provided strategic advice to the Group since establishment. Mr. Chen also gained managerial and operational experience when he served as an executive director and manager of Guangzhou Shuoguo Property Management Co., Ltd.* (廣州碩果物業管理有限公司), a property management company, since April 2007; an executive director of Wuhan Chuangsheng Environmental Technology Co., Ltd.* (武漢創盛環保科技有限公司), an environmental technology company, from June 2014 to April 2018; as well as the executive director and manager of Guangzhou Yuneng Environmental Technology Co., Ltd.* (廣州市鈺能環保科技有限公司), an environmental technology company, from May 2016 to December 2020.

Mr. Chen also completed three on-job courses conducted by Sun Yat-sen University (中山大學) in the PRC, namely the Executive Master of Business Administration Course for Corporate CEOs (企業CEO總裁EMBA課程研修班) in June 2011; the CEO Training Course (Executive Master of Business Administration) (EMBA課程總裁研修班) in May 2013; and the Advanced Training Course on Corporate Entrepreneurship and Innovation* (企業創業創新高級研修班) in December 2013.

APPENDIX II DETAILS OF DIRECTORS FOR RE-ELECTION

Mr. Chen has been actively engaged in social and political affairs in the PRC. Set out below are some of the key positions held by Mr. Chen:

No.	Name of organisation	Position held	Yead of appointment
1.	Guangzhou Panyu New Chamber of Commerce* (廣州市番禺區新造商會)	Member	October 2010
2.	Guangzhou Panyu General Chamber of Commerce* (廣州市番禺區工商業聯合會(總商會))	Executive committee member	January 2013
		Vice-chairman	2016
3.	Guangzhou Panyu Nancun Town Chamber of Commerce* (廣州市番禺區南村鎮商會)	Board member	June 2013
4.	Guangzhou Panyu General Chamber of Commerce* (番禺區總商會)	Board member	December 2013
5.	Guangzhou Panyu Nancun General Chamber of Commerce* (廣州市番禺區南村總商會)	Vice president	June 2016
6.	Chinese People's Political Consultative Conference Guangzhou Municipal Committee of Nansha District (中國人民政治協商會議廣州市南沙區委員會)	Committee member	October 2016
7.	Hunan Chamber of Commerce in Guangdong* (廣東省湘籍企業家商會)	President	January 2017

APPENDIX II DETAILS OF DIRECTORS FOR RE-ELECTION

Mr. Chen was a director or supervisor of the following companies at the time or within 12 months from the time of their respective dissolution. The relevant details are as follows:

Company name	Place of establishment	Position held	Nature of business immediately prior to dissolution	Date of dissolution	Means of dissolution
湖北盛源華環保科技有限公司 (Hubei Shengyuanhua Environmental Technology Co., Ltd.*)	PRC	Executive director and general manager	Research, development and sales of, among others, environmentally friendly products	30 September 2015	Deregistration
廣州高尚環保科技有限公司 (Guangzhou Gaosheng Environmental Technology Co., Ltd.*)	PRC	Supervisor	Promotion and development of environmentally friendly technological services	20 May 2019	Deregistration
Guangzhou Shengfeng	PRC	Supervisor	Dormant	11 November 2020	Deregistration

Mr. Chen confirmed that the above companies were solvent immediately prior to their respective dissolution. He further confirmed that there was no fraudulent act or misfeasance on his part leading to the dissolution of such companies and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of such companies.

Save as disclosed above, Mr. Chen did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

Mr. Chen is one of the controlling shareholders of the Company under the Listing Rules. As at the Latest Practicable Date, Mr. Chen was deemed to be interested in 1,173,087,500 Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Chen does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

* for identification purposes only

Mr. Chen entered into a service agreement with the Company for an initial term of three years commencing from 5 December 2023 and shall continue thereafter unless and until terminated by either the Company or Mr. Chen giving to the other not less than three months' notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual salary payable to Mr. Chen under the service agreement is HK\$600,000 (exclusive of salary, commission, housing reimbursement and allowances), which was determined with reference to the salaries paid by comparable companies, experience, responsibilities, workload, the time devoted to the Group, individual performance and the performance of the Group. Mr. Chen may be entitled to, if so recommended by the remuneration committee of the Company and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and the performance of Mr. Chen. The emoluments paid or payable to Mr. Chen for the year ended 31 December 2023 amounted to approximately RMB162,000.

Save as disclosed above, there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

3. **Ms. Chong Sze Pui Joanne, MH**, aged 51, was appointed as an independent non-executive Director on 14 November 2023 and is responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. She is the chairperson of the audit committee and the investment committee of the Company; and a member of the remuneration committee and the nomination committee of the Company.

Ms. Chong has over 19 years of experience in auditing, taxation and business development. She started her career as an accountant trainee at Gary Posner Chartered Accountant in Ontario, Canada from November 1996 to December 1997. Ms. Chong was then employed by Render & Partners LLP, an accounting firm, in Ontario, Canada from January 1999 to September 2000. She returned to Hong Kong to join Charles Chan, Ip & Fung CPA Ltd. in July 2001 as an audit supervisor and left the company in July 2004 as a manager. Ms. Chong then worked for Deloitte Touche Tohmatsu since August 2004 and left the firm in October 2016 as a manager of their clients and markets department. Since then, she spent her time on serving the community and was appointed as an independent non-executive director of Art Group Holdings Limited, a company principally engaged in property operating business and biotechnology business listed on the Main Board (stock code: 565), since December 2016.

Ms. Chong obtained a Bachelor's Degree of Commerce from the University of Melbourne in Australia in 1994.

Ms. Chong is a member of the American Institute of Certified Public Accountants since February 1998; a Chartered Accountant of the Institute of Chartered Accountants of Ontario, Canada since January 2000; and a member of the Hong Kong Institute of Certified Public Accountants since February 2003. She has an outstanding contribution to community service and has been awarded The Medal of Honour by the Hong Kong government in 2014.

APPENDIX II DETAILS OF DIRECTORS FOR RE-ELECTION

Ms. Chong was a director of the following company at the time of its dissolution. The relevant details are as follows:

Company name	Place of incorporation	Nature of business immediately prior to dissolution	Date of dissolution	Means of dissolution
China Asian International Limited	Hong Kong	No business commenced	22 August 2008	Deregistration

Ms. Chong confirmed that the above company was solvent immediately prior to its dissolution. Ms. Chong further confirmed that there was no fraudulent act or misfeasance on her part leading to the dissolution of such company and she is not aware of any actual or potential claim that has been or will be made against her as a result of the dissolution of such company.

Save as disclosed above, Ms. Chong did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

As at the Latest Practicable Date, Ms. Chong does not have any interest or short position in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Chong does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Ms. Chong entered into a letter of appointment with the Company under which Ms. Chong is appointed for a term of one year commencing from 5 December 2023. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual remuneration payable to Ms. Chong under the letter of appointment is HK\$120,000, which was determined with reference to the salaries paid by comparable companies, experience, responsibilities, workload, the time devoted to the Group, individual performance and the performance of the Group.

Save as disclosed above, there are no other matters concerning Ms. Chong that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Chong made an annual written confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board is of the view that Ms. Chong meets the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and is independent. Ms. Chong possesses extensive experience in auditing, taxation and business development and has demonstrated her ability to provide an independent view to the Company's affairs during her tenure in office. The Board considers to enhance its diversity with different expertise when re-election of an independent non-executive Director. The Board is of the view that Ms. Chong will continue to bring further contribution and independent advice to the Group.

4. **Ms. Cheung Bo Man**, aged 35, was appointed as an independent non-executive Director on 14 November 2023 and is responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. She is the chairperson of the remuneration committee of the Company and a member of the audit committee, the nomination committee and the investment committee of the Company.

Ms. Cheung is a practising solicitor in Hong Kong and a partner of Messrs. Ronald Tong & Co. She has over 11 years of experience in the legal industry and experience in corporate transactions involving listed companies. Since 25 April 2017, she has been the company secretary of China Display Optoelectronics Technology Holdings Limited (stock code: 334), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited.

Ms. Cheung obtained a Bachelor of Business Administration (Law) degree and a Bachelor of Laws degree from the University of Hong Kong in December 2009 and November 2011 respectively, and further obtained a Postgraduate Certificate in Laws from the University of Hong Kong in June 2012.

Save as disclosed above, Ms. Cheung did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

As at the Latest Practicable Date, Ms. Cheung does not have any interest or short position in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Cheung does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Ms. Cheung entered into a letter of appointment with the Company under which Ms. Cheung is appointed for a term of one year commencing from 5 December 2023. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual remuneration payable to Ms. Cheung under the letter of appointment is HK\$120,000, which was determined with reference to the salaries paid by comparable companies, experience, responsibilities, workload, the time devoted to the Group, individual performance and the performance of the Group.

Save as disclosed above, there are no other matters concerning Ms. Cheung that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Cheung made an annual written confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board is of the view that Ms. Cheung meets the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and is independent. Ms. Cheung possesses extensive experience in legal industry and has demonstrated her ability to provide an independent view to the Company's affairs during her tenure in office. The Board considers to enhance its diversity with different expertise when re-election of an independent non-executive Director. The Board is of the view that Ms. Cheung will continue to bring further contribution and independent advice to the Group.

5. **Ms. Yau Yin Hung**, aged 37, was appointed as an independent non-executive Director on 14 November 2023 and is responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. She is the chairperson of the nomination committee of the Company and a member of the audit committee, the remuneration committee and the investment committee of the Company.

Ms. Yau has approximately 12 years of experience in the banking industry with a focus on providing securities and asset management services. She started her career as an account executive trainee at HSBC Broking Securities (Asia) Limited in December 2009, where she was responsible for handling client account matters, with her last position as an account executive when she left the firm in February 2011. From March 2011 to April 2011, Ms. Yau worked as a securities officer of Citibank (Hong Kong) Limited, where she provided securities dealing services to bank retail customers. From April 2011 to February 2016, Ms. Yau served in Nomura International (Hong Kong) Limited, an investment firm, where her last position was wealth manager. Ms. Yau then worked for Credit Suisse AG Hong Kong Branch from March 2016 to December 2018 and provided services on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities as defined under the SFO. From September 2019 to September 2020, she was employed by Parksong Mining and Resource Recycling Limited, a subsidiary of Greentech Technology International Limited (a company listed on the Main Board (stock code: 195) (“**Greentech**”), and was a responsible officer of Ocean Cedar Asset Management Company Limited, also a subsidiary of Greentech, for Type 4 (advising on securities) and Type 9 (asset management) regulated activities defined under the SFO from May 2020 to September 2020. Since then, Ms. Yau has been devoting her time to managing accounts for her family business. Ms. Yau was appointed as director of Green Education Foundation Limited since October 2021.

Ms. Yau obtained a Bachelor of Science with a major in Environmental Economics and Policy from the University of California, Berkeley in December 2008. She further obtained a Master of Finance from the University of Hong Kong in November 2012.

Save as disclosed above, Ms. Yau did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

As at the Latest Practicable Date, Ms. Yau does not have any interest or short position in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Yau does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

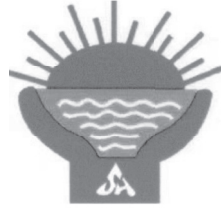
Ms. Yau entered into a letter of appointment with the Company under which Ms. Yau is appointed for a term of one year commencing from 5 December 2023. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual remuneration payable to Ms. Yau under the letter of appointment is HK\$120,000, which was determined with reference to the salaries paid by comparable companies, experience, responsibilities, workload, the time devoted to the Group, individual performance and the performance of the Group.

Save as disclosed above, there are no other matters concerning Ms. Yau that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS FOR RE-ELECTION

Ms. Yau made an annual written confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board is of the view that Ms. Yau meets the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and is independent. Ms. Yau possesses extensive experience in banking industry with a focus on providing securities and asset management services and has demonstrated her ability to provide an independent view to the Company's affairs during her tenure in office. The Board considers to enhance its diversity with different expertise when re-election of an independent non-executive Director. The Board is of the view that Ms. Yau will continue to bring further contribution and independent advice to the Group.

NOTICE OF THE ANNUAL GENERAL MEETING



Shenghui Cleanness Group Holdings Limited 升輝清潔集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2521)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Shenghui Cleanness Group Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 28 June 2024 at 21/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong for the following purposes:

1. To receive, consider and adopt the audited financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2023.
2. (A) To re-elect Mr. Li Chenghua as an executive director of the Company;
(B) To re-elect Mr. Chen Liming as an executive director of the Company;
(C) To re-elect Ms. Chong Sze Pui Joanne, MH as an independent non-executive director of the Company;
(D) To re-elect Ms. Cheung Bo Man as an independent non-executive director of the Company;
(E) To re-elect Ms. Yau Yin Hung as an independent non-executive director of the Company; and
(F) To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix their remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) below, pursuant to Rules Governing the Listing of Securities (the **“Listing Rules”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (including any sale or transfer of Shares out of treasury that are held as treasury Shares, which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company (the **“Shares”**)) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined below);
- (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) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangements of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the amended and restated articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of shares of the share capital of the Company in issue (excluding any treasury Shares) on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

(B) “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of issued shares of the Company (excluding any treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 4(A) as set out in the Notice be extended by the addition to the aggregate number of the shares of the Company which may be allotted and issued (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from 11 June 2024)) or agreed to be allotted and issued (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from 11 June 2024)) by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to the mandate to purchase shares of the Company referred to in the resolution numbered 4(B) as set out in the Notice, provided that such extended amount shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding any treasury Shares) as at the date of passing of this resolution.”

By Order of the Board
Shenghui Cleanness Group Holdings Limited
Li Chenghua
Chairman and Executive Director

Hong Kong, 21 May 2024

Headquarters and Principal Place of Business in The People’s Republic of China:

3/F, Office Block
36 Xinguang Road
Xinzao Town
Panyu District
Guangzhou
The People’s Republic of China

Principal Place of Business in Hong Kong:

5th Floor Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company (“**Member**”) entitled to attend and vote at a meeting of the Company is 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 a general meeting of the Company. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
2. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder 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.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof, should you so wish. For the avoidance of doubt, holders of treasury Shares (if any) have no voting rights at the Company’s general meeting(s).