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Shanyu Group Holdings Company Limited
善裕集團控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8245)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Shanyu Group Holdings Company Limited (the “Company”) will be held at Unit 1103-06, China Building, 29 Queen’s Road Central, Hong Kong on Thursday, 20 June 2024 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below) and with effect from the second business day immediately following the date on which this resolution is passed:
 - (a) every five (5) issued and unissued ordinary shares with a par value of HK\$0.0125 each in the authorised and issued share capital of the Company be consolidated into one (1) ordinary share with a par value of HK\$0.0625 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company, and the authorised share capital of the Company shall therefore be changed from HK\$39,000,000 divided into 3,120,000,000 shares of par value of HK\$0.0125 each before the Share Consolidation to HK\$39,000,000 divided into 624,000,000 Consolidated Shares of par value of HK\$0.0625 each after the Share Consolidation; and

- (b) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

By Order of the Board
Shanyu Group Holdings Company Limited
Wong Ming Kwan Victoria
Executive Director

Hong Kong, 3 June 2024

Notes:

- (1) In case of joint holders of a share in the capital of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the meeting personally or by proxy, that one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- (2) The register of members will be closed from Friday, 14 June 2024 to Thursday, 20 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the EGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 13 June 2024.
- (3) Save for resolutions approving the procedural and administrative matters, any vote to be taken at the meeting shall be taken by way of a poll.

As at the Latest Practicable Date, the Board consists of three executive directors, Mr. Yeung Shing Wai, Ms. Wong Ming Kwan Victoria and Ms. Zhu Yuanyan and three independent non-executive directors, Mr. Choi Pun Lap, Ms. Ip Sin Nam Ingrid and Mr. Yu Lap Pan.