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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect about this circular or as to the action to be taken, 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 Shenwan Hongyuan Group Co., Ltd., you should at once hand this circular, together with the enclosed proxy form, 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.



**申萬宏源集團股份有限公司**  
**SHENWAN HONGYUAN GROUP CO., LTD.**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 6806)**

**(1) 2024 INTERIM PROFIT DISTRIBUTION PLAN**  
**(2) ENGAGEMENT OF ACCOUNTING FIRMS FOR ANNUAL AUDIT**  
**OF THE COMPANY FOR 2024**  
**(3) ELECTION OF NON-INDEPENDENT DIRECTORS OF THE SIXTH**  
**SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**  
**(4) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE**  
**SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**  
**(5) ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF**  
**THE SIXTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY**  
**AND**  
**NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

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The 2024 first extraordinary general meeting of Shenwan Hongyuan Group Co., Ltd. will be held at 2:30 p.m. on Tuesday, October 22, 2024 at the Company's conference room, No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC. A notice of the EGM is set out on pages 13 to 15 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM carefully and to complete the enclosed proxy form in accordance with the instructions printed thereon and return it as soon as possible. H Shareholders are required to return the proxy form to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, by hand or by post no later than 24 hours before the time appointed for convening the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

September 30, 2024

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## DEFINITIONS

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

“A Share(s)”	domestic Share(s) of the Company, with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid up in RMB and is/are listed for trading on the Shenzhen Stock Exchange (Stock Code: 000166)
“A Shareholder(s)”	holder(s) of A Share(s)
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Company”	Shenwan Hongyuan Group Co., Ltd. (申萬宏源集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange, respectively
“Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended from time to time
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting of the Company to be held at 2:30 p.m. on Tuesday, October 22, 2024 at the Company’s conference room, No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign Share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which is/are subscribed for in HKD and is/are listed for trading on the Hong Kong Stock Exchange (Stock Code: 6806)
“H Shareholder(s)”	holder(s) of H Share(s)
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	Wednesday, September 25, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan of the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including A Share(s) and H Share(s)
“Shareholder(s)”	shareholder(s) of the Company, including A Shareholder(s) and H Shareholder(s)
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“%”	per cent

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LETTER FROM THE BOARD

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申萬宏源集團股份有限公司  
SHENWAN HONGYUAN GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 6806)

**Executive Directors:**

Mr. Liu Jian (Chairman)  
Mr. Huang Hao

**Non-executive Directors:**

Mr. Zhang Yigang  
Mr. Zhu Zhilong  
Ms. Zhang Ying  
Mr. Shao Yalou

**Independent Non-executive Directors:**

Ms. Yeung Siuman Shirley  
Mr. Wu Changqi  
Mr. Chen Hanwen  
Mr. Zhao Lei

**Registered Office:**

Room 2001, 20/F,  
Dacheng International Building  
358 South Beijing Road  
Urumqi High-tech Zone  
Xinjiang, PRC

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

20/F, Dacheng International Building  
358 South Beijing Road  
Urumqi High-tech Zone  
Xinjiang, PRC

No. 19, Taipingqiao Street  
Xicheng District  
Beijing, PRC

**Principal Place of Business in Hong Kong:**

40/F, Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai, Hong Kong

September 30, 2024

To the H Shareholders

Dear Sir or Madam,

**(1) 2024 INTERIM PROFIT DISTRIBUTION PLAN  
(2) ENGAGEMENT OF ACCOUNTING FIRMS FOR ANNUAL AUDIT  
OF THE COMPANY FOR 2024  
(3) ELECTION OF NON-INDEPENDENT DIRECTORS OF THE SIXTH  
SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY  
(4) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE  
SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY  
(5) ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF  
THE SIXTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY  
AND  
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the EGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for, against or abstain from voting on the resolutions to be proposed for consideration at the EGM.

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## LETTER FROM THE BOARD

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The following ordinary resolutions will be proposed at the EGM to approve:

- (1) the Resolution regarding the 2024 Interim Profit Distribution Plan of the Company;
- (2) the Resolution regarding the Engagement of Accounting Firms for Annual Audit of the Company for 2024;
- (3) the Resolution regarding the Election of Non-independent Directors of the Sixth Session of the Board of Directors of the Company;
- (4) the Resolution regarding the Election of Independent Non-executive Directors of the Sixth Session of the Board of Directors of the Company; and
- (5) the Resolution regarding the Election of Non-employee Representative Supervisors of the Sixth Session of the Board of Supervisors of the Company.

### **1. 2024 INTERIM PROFIT DISTRIBUTION PLAN**

An ordinary resolution will be proposed at the EGM to approve the 2024 interim profit distribution plan.

According to the audited 2023 financial statements of the Group, as of December 31, 2023, the balance of audited retained profit of the Company was RMB2,786,799,567.41, plus the unaudited net profit of RMB1,738,423,410.77 in the first half of 2024 and after deducting the cash dividend of RMB1,402,236,895.36 in 2023, the balance of unaudited profit available for distribution of the Company at the end of June 2024 was RMB3,122,986,082.82. In the first half of 2024, the Group's unaudited consolidated net profit attributable to the shareholders of the parent company was RMB2,128,071,818.55.

In order to better feedback the support of investors for the Company, safeguard the benefits of investors and boost the investors' confidence in long-term investment, according to the profit distribution policy stipulated in the Articles of Association and the Resolution regarding the Arrangement of Interim Profit Distribution for 2024 considered and approved at the 2023 annual general meeting, and based on the actual situation of the Company, the Company proposed the 2024 interim profit distribution plan as follows:

1. Based on the total share capital of 25,039,944,560 A Shares and H Shares of the Company as of June 30, 2024, a cash dividend of RMB0.17 (tax inclusive) for every 10 shares will be distributed to A Shareholders and H Shareholders whose names appear on the register of members of the Company on the record date, with a total amount of cash dividend of RMB425,679,057.52. The total amount of cash dividend accounted for 20.00% of the Group's net profit attributable to the shareholders of the parent company in the first half of 2024.
2. Cash dividend will be denominated and declared in RMB and paid to A Shareholders in RMB and to H Shareholders in HKD. The actual distribution amount in HKD will be calculated at the rate of average benchmark exchange rate of RMB against HKD published by the People's Bank of China five business days prior to the EGM of the Company.

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## LETTER FROM THE BOARD

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The Company will consider the amount of the interim profit distribution paid out when formulating the 2024 profit distribution plan. If there is any change in the total share capital of the Company during the period from the date of disclosure of the dividend distribution plan to the record date for the implementation of the dividend distribution, the Company intends to maintain the total distribution amount unchanged and adjust the distribution ratio per share accordingly.

The 2024 profit distribution plan has been considered and approved at the Board meeting held on August 30, 2024 and is hereby submitted to the EGM for consideration and approval. Subject to the approval at the EGM, it is expected that the Company will distribute cash dividends in accordance with the distribution plan within two months after the EGM.

The Company will make further notice on the record date for the dividend distribution and the date on which the share register of Shareholders will be closed.

### **2. ENGAGEMENT OF ACCOUNTING FIRMS FOR ANNUAL AUDIT OF THE COMPANY FOR 2024**

An ordinary resolution will be proposed at the EGM to approve the engagement of accounting firms for annual audit of the Company for 2024.

Reference is made to the announcement of the Company dated September 27, 2024 in relation to the proposed change of auditors.

Taking into account market information, based on the principle of prudence and in accordance with corporate governance needs, the Company proposes to engage KPMG Huazhen LLP and KPMG (collectively, “**KPMG**”) as the leading auditors of the Company to audit the consolidated accounts of the Company and its certain subsidiaries for 2024, to engage Pan-China Certified Public Accountants LLP as the assistant auditor of the Company to audit certain subsidiaries of the Company, and to engage KPMG Huazhen LLP as the internal control auditor of the Company for 2024, following the fulfillment of the tender procedures and based on the results of the evaluation of the tenders.

The Board proposes to engage KPMG as the leading auditors of the Company for 2024 to provide relevant domestic and overseas audit, review and other services for the consolidated accounts of the Company and its certain subsidiaries in accordance with the China Accounting Standards for Business Enterprises and the International Financial Reporting Standards, respectively; to engage Pan-China Certified Public Accountants LLP as the assistant auditor of the Company to provide audit service for certain subsidiaries of the Company; and to engage KPMG Huazhen LLP as the internal control auditor of the Company for 2024. The total audit fee is RMB4.92 million (including the fee for internal control of RMB540,000). Prior to the change of accounting firms for 2024, PricewaterhouseCoopers Zhong Tian LLP performed agreed procedures for the financial statements of the Company for the first quarter of 2024, and KPMG provided 2024 interim review services for the Company.

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## LETTER FROM THE BOARD

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The above proposed engagement shall be subject to the approval of the Shareholders at the EGM of the Company. It will be also proposed to authorize the Board by the EGM to determine the increases or decreases of the audit fee due to the change of the audit scope and content. The engagement of KPMG shall take effect from the date of approval by the EGM of the Company and shall be for a term ending at the next annual general meeting of the Company.

The terms of office of the Company's auditors for 2023 (PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers) expired at the conclusion of the 2023 annual general meeting of the Company held on June 28, 2024, and they have confirmed that there are no disagreements or unresolved matters with the Company and there are no matters that are required to be brought to the attention of the Shareholders in relation to their termination of services. The Board and its Audit Committee also confirm that there are no disagreements or unresolved matters with PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers, and they are not aware of any matters that are required to be brought to the attention of the Shareholders.

The above resolution has been considered and approved at the Board meeting held on September 27, 2024 and is hereby submitted to the EGM for consideration and approval.

### **3. ELECTION OF NON-INDEPENDENT DIRECTORS OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

An ordinary resolution will be proposed at the EGM to approve the election of non-independent Directors of the sixth session of the Board of Directors of the Company.

Reference is made to the announcement of the Company dated September 27, 2024 in relation to, among others, the nomination of candidates for Directors of the sixth session of the Board of Directors of the Company.

In view of expiry of the term of office of the fifth session of the Board of Directors of the Company, the Board will proceed with the election of the new session of the Board in accordance with relevant provisions under the Company Law, the Securities Law and the Articles of Association. After the consideration and approval by the Remuneration and Nomination Committee of the Board and after the consideration and approval by the Board, Mr. Liu Jian and Mr. Huang Hao have been nominated as candidates for executive Directors of the sixth session of the Board of the Company, and Mr. Zhu Zhilong, Ms. Zhang Ying, Mr. Shao Yalou and Mr. Xu Yixin have been nominated as candidates for non-executive Directors of the sixth session of the Board of the Company.

The appointment of the abovementioned candidates for non-independent Directors will be subject to the consideration and approval by the Shareholders at the EGM. The abovementioned candidates for non-independent Directors will perform the duties as Directors of the sixth session of the Board of the Company after their appointments being approved at the EGM, with the term of office expiring at the end of the sixth session of the Board of the Company.

Pursuant to the Articles of Association, the abovementioned candidates for non-independent Directors are eligible for re-election after the expiry of their terms of office. The remuneration of the abovementioned candidates for executive Directors for acting as Directors shall be determined in accordance with the



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## LETTER FROM THE BOARD

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relevant national policies and relevant regulations of the Company, including basic salary, performance-based salary and benefits, details of which will be disclosed in the annual report of the Company. The abovementioned candidates for non-executive Directors will not receive any remuneration from the Company for their directorships.

The biographical details of the candidates for non-independent Directors required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in appendix I to this circular.

As of the Latest Practicable Date, save as disclosed in this circular, the candidates for non-independent Directors have never received any punishment from the CSRC or other relevant authorities or any penalty from the stock exchanges. Save as disclosed in this circular, each of the candidates for non-independent Directors confirms that he/she has not hold directorship in any listed company, the securities of which are listed on any securities market either in Hong Kong or overseas in the past three years and has no other major appointments and professional qualifications; that he/she does not have any relationship with any Director, Supervisor, senior management, Substantial Shareholder, controlling Shareholder of the Company or their respective subsidiaries, and does not hold any position in the Company or any of its subsidiaries; and does not have any interest in the Shares of the Company or its associated corporations (as defined in Part XV of the SFO); and that he/she does not have any information that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; and that there are no other matters that need to be brought to the attention of the Shareholders.

The above resolution has been considered and approved at the Board meeting held on September 27, 2024 and is hereby submitted to the EGM for consideration and approval.

#### **4. ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

An ordinary resolution will be proposed at the EGM to approve the election of independent non-executive Directors of the sixth session of the Board of Directors of the Company.

Reference is made to the announcement of the Company dated September 27, 2024 in relation to, among others, the nomination of candidates for Directors of the sixth session of the Board of Directors of the Company.

In view of expiry of the term of office of the fifth session of the Board of Directors of the Company, the Board will proceed with the election of the new session of the Board in accordance with relevant provisions under the Company Law, the Securities Law and the Articles of Association. After the consideration and approval by the Remuneration and Nomination Committee of the Board and after the consideration and approval by the Board, Ms. Yeung Siuman Shirley, Mr. Wu Changqi, Mr. Chen Hanwen and Mr. Zhao Lei have been nominated as candidates for independent non-executive Directors of the sixth session of the Board of the Company.

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## LETTER FROM THE BOARD

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The appointment of the abovementioned candidates for independent non-executive Directors will be subject to the consideration and approval by the Shareholders at the EGM of the Company. The abovementioned candidates for independent non-executive Directors will perform the duties as Directors of the sixth session of the Board of the Company after their appointments being approved at the EGM, with the term of office expiring at the end of the sixth session of the Board of the Company.

Pursuant to the Articles of Association, the abovementioned candidates for independent non-executive Directors are eligible for re-election after the expiry of their terms of office. The remuneration of the abovementioned candidates for independent non-executive Directors for acting as Directors will be determined according to relevant national policies, relevant regulations of the Company and the resolution of the general meeting, and will be disclosed in the annual report of the Company.

The biographical details of the candidates for independent non-executive Directors required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in appendix II to this circular.

Each of the candidates for independent non-executive Directors has confirmed that he/she meets the independence criteria set out in Rule 3.13 of the Listing Rules. In particular, each of the candidates for independent non-executive Directors has confirmed:

- (1) his/her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules;
- (2) that he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and
- (3) that there are no other factors that may affect his/her independence at the time of his/her appointment.

The Company considers that each of the candidates for independent non-executive Directors is independent pursuant to the guidelines on independence under the Listing Rules. The Remuneration and Nomination Committee of the Company has assessed and reviewed the independence of each of the candidates for independent non-executive Directors and is of the view that each of the candidates for independent non-executive Directors has satisfied the independence requirements.

As of the Latest Practicable Date, save as disclosed in this circular, the candidates for independent non-executive Directors have never received any punishment from the CSRC or other relevant authorities or any penalty from the stock exchanges. Save as disclosed in this circular, each of the candidates for independent non-executive Directors confirms that he/she has not hold directorship in any listed company, the securities of which are listed on any securities market either in Hong Kong or overseas in the past three years and has no other major appointments and professional qualifications; that he/she does not have any relationship with any Director, Supervisor, senior management, Substantial Shareholder, controlling Shareholder of the Company or their respective subsidiaries, and does not hold any position in the Company or any of its subsidiaries; and does not have any interest in the Shares of the Company or its

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## LETTER FROM THE BOARD

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associated corporations (as defined in Part XV of the SFO); and that he/she does not have any information that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; and that there are no other matters that need to be brought to the attention of the Shareholders.

When deciding the Board member composition, the Company considers the diversity of the Board members from many aspects, including but not limited to gender, age, cultural and educational background, region, professional experience, skills, knowledge and service tenure. The Board of Directors sticks to the principle of meritocracy for all appointments and focuses on assessing what skills, experience and diverse opinions and perspectives a candidate can bring to the Board of Directors, and what contributions they can made to the Board of Directors, etc. The final decision will be made on the merits of the candidates and the contribution brought to the Board of Directors. The main responsibilities of the Remuneration and Nomination Committee of the Board are to review the structure of the Board, number of Directors and composition of the Board, to review and put forward opinions on the criteria and procedures for selection of Directors and senior management, to identify candidates with appropriate qualifications for Directors and senior management, and to review and make recommendations on the qualification and conditions of candidates for Directors and senior management.

The Remuneration and Nomination Committee of the Board and the Board are of the view that Ms. Yeung Siunan Shirley has been engaged in the investment field for many years and has extensive experience in venture capital, investment banking and fund management; Mr. Wu Changqi possesses extensive knowledge of economic management and has many years of experience in management and strategic research; Mr. Chen Hanwen has been immersed in the field of accounting profession for many years and has accumulated extensive knowledge and experience in financial management; and Mr. Zhao Lei has been engaged in legal teaching and scientific research for a long time and is familiar with the legal system of the capital market, which could promote the diversity of Board members, supplement the knowledge and professional background of the Board members in risk control, strategy, finance and compliance, and play a positive role in promoting the corporate governance, strategic development planning and standardized operation of the Board. The nomination of them as independent non-executive Directors of the sixth session of the Board of the Company could leverage their strengths of professional background, and bring diverse perspectives and provide valuable opinions for the decision-making on major issues of the Company.

As of the Latest Practicable Date, the qualification and independence of each candidate for independent non-executive Directors are subject to the filing and review by the Shenzhen Stock Exchange without dissent before being voted at the EGM.

The above resolution has been considered and approved at the Board meeting held on September 27, 2024 and is hereby submitted to the EGM for consideration and approval.

### **5. ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE SIXTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY**

An ordinary resolution will be proposed at the EGM to approve the election of non-employee representative Supervisors of the sixth session of the Board of Supervisors of the Company.

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## LETTER FROM THE BOARD

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Reference is made to the announcement of the Company dated September 27, 2024 in relation to, among others, the nomination of candidates for non-employee representative Supervisors of the sixth session of the Board of Supervisors of the Company.

In view of expiry of the term of office of the fifth session of the Board of Supervisors of the Company, the Board of Supervisors will proceed with the election of the new session of the Board of Supervisors. After the consideration and approval by the Board of Supervisors, Mr. Fang Rongyi, Ms. Chen Yan and Mr. Zou Zhijun have been nominated as candidates for non-employee representative Supervisors of the sixth session of the Board of Supervisors of the Company.

The appointment of the abovementioned candidates for non-employee representative Supervisors will be subject to the consideration and approval by the Shareholders at the EGM. Meanwhile, the trade union of the Company is proceeding with the election of employee representative Supervisors of the sixth session of the Board of Supervisors of the Company. The elected employee representative Supervisors and the non-employee representative Supervisors elected at the EGM will jointly compose the sixth session of the Board of Supervisors of the Company.

The abovementioned candidates for non-employee representative Supervisors will perform the duties as a Supervisor of the sixth session of the Board of Supervisors of the Company after their appointments being approved at the EGM, with the term of office expiring at the end of the sixth session of the Board of Supervisors of the Company.

Pursuant to the Articles of Association, the abovementioned candidates for non-employee representative Supervisors are eligible for re-election after the expiry of their terms of office. The abovementioned candidates for non-employee representative Supervisors will not receive any remuneration from the Company for serving as Supervisors.

The biographical details of the candidates for non-employee representative Supervisors required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in appendix III to this circular.

As of the date of this circular, each of the candidates for non-employee representative Supervisors has never received any punishment from the CSRC or other relevant authorities or any penalty from the stock exchanges. Save as disclosed in this circular, each of the candidates for non-employee representative Supervisors confirms that he/she has not hold directorship in any listed company, the securities of which are listed on any securities market either in Hong Kong or overseas in the past three years and has no other major appointments and professional qualifications; that he/she does not have any relationship with any Director, Supervisor, senior management, Substantial Shareholder, controlling Shareholder of the Company or their respective subsidiaries, and does not hold any position in the Company or any of its subsidiaries; and does not have any interest in the Shares of the Company or its associated corporations (as defined in Part XV of the SFO); and that he/she does not have any information that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; and that there are no other matters that need to be brought to the attention of the Shareholders.

The above resolution has been considered and approved at the meeting of the Board of Supervisors held on September 27, 2024 and is hereby submitted to the EGM for consideration and approval.

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## LETTER FROM THE BOARD

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### THE EGM

The 2024 first extraordinary general meeting of the Company will be held at 2:30 p.m. on Tuesday, October 22, 2024 at the Company's conference room, No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC. A notice convening the EGM is set out on pages 13 to 15 of this circular.

The summary of the important dates for H Shareholders is as follows:

**Last Registration Date:** at or before 4:30 p.m. on Wednesday, October 16, 2024

**Closure of Register for H Shares:** Thursday, October 17, 2024 to Tuesday, October 22, 2024

**Submission of Proxy Form:** at or before 2:30 p.m. on Monday, October 21, 2024

In order to determine the H Shareholders' entitlement to attend the EGM, the H Share register of members of the Company will be closed from Thursday, October 17, 2024 to Tuesday, October 22, 2024 (both days inclusive), during which period no transfer of H Shares will be registered. In order for holder(s) of H Share(s) to attend the EGM, the relevant share certificates, accompanied by all share transfer documents, must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Wednesday, October 16, 2024. H Shareholders whose names appear on the H Share register of members of the Company on Thursday, October 17, 2024 shall be entitled to attend and vote at the EGM.

H Shareholders shall return the proxy form, or the notarized power of attorney or other authorization documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand or by post, no later than 24 hours before the time appointed for convening the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

The record date for determination of the qualified A Shareholders to attend the EGM and the registration date for such meeting are Tuesday, October 15, 2024 and Wednesday, October 16, 2024, respectively. For details, please refer to the notice of the EGM dated Monday, September 30, 2024 published on the website of the Shenzhen Stock Exchange at [www.szse.cn](http://www.szse.cn).

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll. Therefore, the resolutions to be proposed at the EGM will be voted by poll. Results of the poll voting will be posted on the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.swhygh.com](http://www.swhygh.com) upon the conclusion of the EGM.

The above resolutions are ordinary resolutions to be passed by the affirmative votes representing over one half of the total number of Shares held by the Shareholders attending the EGM with voting rights.

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## LETTER FROM THE BOARD

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In particular, the cumulative poll method shall be adopted for the resolutions 3 to 5, i.e. the number of votes each Shareholder is entitled to shall be equal to the number of Shares with voting rights held by him/her multiplied by the number of Directors or Supervisors to be elected, and Shareholders may allocate his/her votes arbitrarily to candidates to the extent of the number of Directors or Supervisors to be elected (he/she can allocate no vote to any candidate) provided that the total number of votes allocated shall not be more than the number of votes he/she is entitled to.

Pursuant to Rule 2.15 of the Listing Rules, where shareholders' approval is required with regard to a transaction, any shareholder that has a material interest in such transaction shall abstain from voting on the resolution(s) on whether or not to approve such transaction at the shareholders' general meeting.

As far as the Directors are aware as at the Latest Practicable Date, no Shareholder is considered to have a material interest in the resolutions proposed at the EGM and has to abstain from voting at the EGM approving the resolutions.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the above resolutions are in the best interests of the Company and its Shareholders as a whole. Therefore, the Board recommends you to vote in favour of the relevant resolutions set out in the notice of the EGM attached to this circular.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board  
**Shenwan Hongyuan Group Co., Ltd.**  
**Liu Jian**  
*Chairman*

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## NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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# 申萬宏源集團股份有限公司 SHENWAN HONGYUAN GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 6806)

## NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 first extraordinary general meeting (the “EGM”) of Shenwan Hongyuan Group Co., Ltd. (the “Company”) will be held at 2:30 p.m. on Tuesday, October 22, 2024 at the Company’s conference room, No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC to consider and, if thought fit, approve the following resolutions. Unless otherwise indicated, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated September 30, 2024.

### ORDINARY RESOLUTIONS

1. To consider and approve the Resolution regarding the 2024 Interim Profit Distribution Plan of the Company
2. To consider and approve the Resolution regarding the Engagement of Accounting Firms for Annual Audit of the Company for 2024
3. To consider and approve the Resolution regarding the Election of Non-independent Directors of the Sixth Session of the Board of Directors of the Company
  - 3.1 To consider and approve the election of Mr. Liu Jian as an executive Director of the sixth session of the Board of Directors of the Company
  - 3.2 To consider and approve the election of Mr. Huang Hao as an executive Director of the sixth session of the Board of Directors of the Company
  - 3.3 To consider and approve the election of Mr. Zhu Zhilong as a non-executive Director of the sixth session of the Board of Directors of the Company
  - 3.4 To consider and approve the election of Ms. Zhang Ying as a non-executive Director of the sixth session of the Board of Directors of the Company
  - 3.5 To consider and approve the election of Mr. Shao Yalou as a non-executive Director of the sixth session of the Board of Directors of the Company
  - 3.6 To consider and approve the election of Mr. Xu Yixin as a non-executive Director of the sixth session of the Board of Directors of the Company
4. To consider and approve the Resolution regarding the Election of Independent Non-executive Directors of the Sixth Session of the Board of Directors of the Company

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## NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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- 4.1 To consider and approve the election of Ms. Yeung Siuman Shirley as an independent non-executive Director of the sixth session of the Board of Directors of the Company
- 4.2 To consider and approve the election of Mr. Wu Changqi as an independent non-executive Director of the sixth session of the Board of Directors of the Company
- 4.3 To consider and approve the election of Mr. Chen Hanwen as an independent non-executive Director of the sixth session of the Board of Directors of the Company
- 4.4 To consider and approve the election of Mr. Zhao Lei as an independent non-executive Director of the sixth session of the Board of Directors of the Company
5. To consider and approve the Resolution regarding the Election of Non-employee Representative Supervisors of the Sixth Session of the Board of Supervisors of the Company
  - 5.1 To consider and approve the election of Mr. Fang Rongyi as a non-employee representative Supervisor of the sixth session of the Board of Supervisors of the Company
  - 5.2 To consider and approve the election of Ms. Chen Yan as a non-employee representative Supervisor of the sixth session of the Board of Supervisors of the Company
  - 5.3 To consider and approve the election of Mr. Zou Zhijun as a non-employee representative Supervisor of the sixth session of the Board of Supervisors of the Company

By order of the Board  
**Shenwan Hongyuan Group Co., Ltd.**  
**Liu Jian**  
*Chairman*

Beijing, the PRC  
September 30, 2024

*Notes:*

1. In order to determine the H Shareholders' entitlement to attend the EGM, the H Share register of members of the Company will be closed from Thursday, October 17, 2024 to Tuesday, October 22, 2024 (both days inclusive), during which period no transfer of H Shares will be registered. In order for holder(s) of H Share(s) to attend the EGM, the relevant share certificates, accompanied by all share transfer documents, must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, October 16, 2024. H Shareholders whose names appear on the H Share register of members of the Company on Thursday, October 17, 2024 shall be entitled to attend and vote at the EGM.
2. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf at the EGM. A proxy needs not be a Shareholder of the Company.



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## NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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The proxy form shall be signed by the Shareholder or his/her/its attorney who has been authorized in writing or, in the case of a corporation as a Shareholder, must either be executed under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney(s). In case of joint holders of the Shares, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.

H Shareholders are required to return the proxy form or the notarized power of attorney or other authorization documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand or by post, no later than 24 hours before the time appointed for convening the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

3. In case of joint shareholders and if more than one joint shareholder in person or by proxy attend the meeting, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted as the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the joint shareholding.
4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all votes of shareholders at a general meeting must be taken by poll. Therefore, the resolutions to be proposed at the EGM will be voted by poll.

The aforesaid resolutions are ordinary resolutions to be passed by the affirmative votes representing over one half of the total number of Shares held by the Shareholders attending the EGM with voting rights.

In particular, the cumulative poll method shall be adopted for the resolutions 3 to 5, i.e. the number of votes each Shareholder is entitled to shall be equal to the number of Shares with voting rights held by him/her multiplied by the number of Directors or Supervisors to be elected, and Shareholders may allocate his/her votes arbitrarily to candidates to the extent of the number of Directors or Supervisors to be elected (he/she can allocate no vote to any candidate) provided that the total number of votes allocated shall not be more than the number of votes he/she is entitled to.

Pursuant to Rule 2.15 of the Listing Rules, where shareholders' approval is required with regard to a transaction, any shareholder that has a material interest in such transaction shall abstain from voting on the resolution(s) on whether or not to approve such transaction at the shareholders' general meeting.

As far as the Directors are aware as at the date of this notice, no Shareholder is considered to have a material interest in any of the resolutions proposed at the EGM and has to abstain from voting at the EGM approving the resolutions.

5. The contact details of the place of business of the Company are as follows:

Contact Address: 20/F, Dacheng International Building, 358 South Beijing Road, Urumqi High-tech Zone, Xinjiang, the PRC/No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC

Postal Code: 830011/100033

Contact Person: Zhu Li/Li Dan

Telephone No.: (+86) 991 2301870/(+86) 10 88085057

Facsimile No.: (+86) 991 2301779/(+86) 10 88085059

6. The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR NON-INDEPENDENT DIRECTORS OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

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**Mr. Liu Jian (劉健)**, born in January 1973. Mr. Liu worked at the Non-Banking Financial Institutions Administration Division of the People's Bank of China from August 1997 to June 1998; he successively served as the chief section member, deputy director and director of China Securities Regulatory Commission from June 1998 to April 2007; he served as the director of the general department of Central Huijin Investment Ltd. from April 2007 to September 2007; the deputy director, director and secretary to the board of directors and secretary of the Party Committee of China Investment Corporation from September 2007 to September 2013; and the inspector and section chief of the Ministry of Finance from September 2013 to January 2020; he served as the secretary of the Party Committee of Bank of China Investment Limited from January 2020 to July 2022; the executive president and executive director of Bank of China Group Investment Limited from April 2020 to May 2021, the chairman and executive president of Bank of China Group Investment Limited from May 2021 to July 2022; the chairman of the board of supervisors of Beijing-Shanghai High-speed Railway Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 601816) from July 2021 to August 2022; he has served as the secretary of the Party Committee of Shenwan Hongyuan Group Co., Ltd. and Shenwan Hongyuan Securities Co., Ltd. since July 2022; the executive director and chairman of Shenwan Hongyuan Group Co., Ltd. since August 2022; the executive director and chairman of Shenwan Hongyuan Securities Co., Ltd. since September 2022; the chairman of the Executive Committee of Shenwan Hongyuan Group Co., Ltd. and Shenwan Hongyuan Securities Co., Ltd. since December 2022; and the general manager (acting) of Shenwan Hongyuan Securities Co., Ltd. from August 2023 to February 2024.

Mr. Liu obtained a bachelor's degree in economics from Jilin University in July 1994 majoring in international economics, a master's degree in economics from the Graduate School of the People's Bank of China in July 1997 majoring in international finance, and a doctorate degree in economics from the Graduate School of the People's Bank of China in June 2004 majoring in monetary banking. Mr. Liu is a certified public accountant.

**Mr. Huang Hao (黃昊)**, born in July 1973. Mr. Huang successively served as a director staff member, an assistant researcher and concurrently served as the Youth League secretary of the policy research division in the State Administration of Foreign Exchange from July 1999 to February 2005; successively served as the deputy director of the capital market department, the deputy director and division director of the equity management division of the China Development Bank of the general department, the managing director and deputy director of securities institution management department, the deputy director of the securities institution management department/insurance institution management department, the deputy director of the office of the directly managed enterprises leading group/equity management department II and the director of the general management department of Central Huijin Investment Ltd. from February 2005 to November 2020; served as a director of Guotai Junan Securities Co., Ltd. (601211.SH, 02611.HK), from September 2005 to January 2013; served as a director of China Development Bank and a director of China Development Bank Capital Co., Ltd. from April 2012 to October 2017; and served as a non-executive director of China International Capital Corporation Limited (601995.SH, 03908.HK) from February 2020 to December 2020. He has served as the general manager of Shenwan Hongyuan Group Co., Ltd. since December 2020. He served as the chairman of the Executive Committee of Shenwan Hongyuan Group Co., Ltd. from May 2021 to December 2022; an executive director of Shenwan Hongyuan Group Co., Ltd. since May 2021; the vice chairman of the Executive Committee of Shenwan Hongyuan Group Co., Ltd. since December 2022; and the Vice Chairman of Shenwan Hongyuan Group Co., Ltd. since February 2024.

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR NON-INDEPENDENT DIRECTORS OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

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Mr. Huang obtained a bachelor's degree in economics from Zhejiang University in July 1996, a master's degree in management from Tsinghua University in May 1999, and a doctorate degree in economics from the Finance Research Institute of the People's Bank of China in July 2011.

**Mr. Zhu Zhilong (朱志龍)**, born in January 1970. Mr. Zhu served as the financial supervisor of the Shanghai Geological and Mineral Engineering Investigation Institute (上海地礦工程勘察院) from July 1992 to July 1995; as the deputy chief officer and accounting supervisor (section chief level) of the comprehensive economic management division and deputy head of the planning and finance division of the Shanghai Bureau of Geology and Mineral Resources (上海市地質礦產局) from July 1995 to August 2000; and as deputy head of the funding division (audit division), head of the audit division, director (head) of the supervision office (audit division) and deputy secretary of the commission for discipline inspection of the Shanghai Municipal Housing and Land Resources Administration (上海市房屋土地資源管理局) from August 2000 to March 2009; from March 2009 to December 2015, he served as the director of the discipline inspection and supervision office, head of the audit division, director (head) of the discipline inspection office (audit division), deputy leader of the discipline inspection group, head of the planning and finance division, and head of the planning and finance division (audit division) of Shanghai Housing Security and Housing Administration Bureau (上海市住房保障和房屋管理局); and from December 2015 to September 2020, he served as the head and first-level investigator of the comprehensive planning division of the Shanghai Municipal Housing and Urban-Rural Construction Management Commission (上海市住房城鄉建設管理委); he has been the chief financial officer of Shanghai Jiushi (Group) Co., Ltd. since September 2020, a director of Shanghai Eastern Hub Investment and Construction Development Group Co., Ltd. since February 2023 and a non-executive Director of Shenwan Hongyuan Group Co., Ltd. since May 2021.

Mr. Zhu obtained a bachelor's degree in economics from Hebei Geo University majoring in accounting in July 1992, a master's degree in public management from East China Normal University majoring in public management in January 2005 and a master's degree in law from Shanghai Jiaotong University majoring in law in June 2010.

**Ms. Zhang Ying (張英)**, born in July 1971. Ms. Zhang served in Beijing Urban Construction No. 4 Construction Engineering Co., Ltd. (北京城建四建設工程有限責任公司) from July 1993 to July 1994, and she served in the financing department of China Investment Bank from April 1997 to December 1998. From December 1998 to September 2003, she served in the treasury & financial market department of China Development Bank, and successively served as the deputy director and director of policy research department of China Development Bank and other positions from September 2003 to August 2012. She served as the senior manager of the securities institution management department/insurance institution management department of Central Huijin Investment Ltd. from August 2012 to January 2020; the division chief and director of research support division of the securities institution management department/insurance institution management department of Central Huijin Investment Ltd. successively from July 2014 to January 2020. She served as the division chief in comprehensive division and senior manager of the office of the directly managed enterprises leading group/equity management department II of Central Huijin Investment Ltd. from January 2020 to August 2021; and she has been serving as a managing director of the office of the directly managed enterprises leading group/equity management department II of Central Huijin Investment Ltd. since August 2021 till now; a designated director of the office of the directly managed enterprises leading group/equity management department II of Central Huijin Investment Ltd. since

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**APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR NON-INDEPENDENT DIRECTORS  
OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

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September 2021 till now; a director of Shenwan Hongyuan Securities Co., Ltd. since September 2021 till now; a non-executive Director of Shenwan Hongyuan Group Co., Ltd. since October 2021 till now; and a director of Hongyuan Futures Co., Ltd. since September 2023 till now.

Ms. Zhang obtained a bachelor's degree in economics from Renmin University of China in July 1993 majoring in investment and economics management; and a master's degree in economics from the Graduate School of People's Bank of China in April 1997 majoring in international finance.

**Mr. Shao Yalou (邵亞樓)**, born in December 1976. Mr. Shao worked in Shitong Company of Henan Provincial Grain Bureau (河南省糧食局世通公司) from September 1999 to September 2002; served as a cadre and chief section member in the Comprehensive Division of the General Office of Shanghai Municipal Government (上海市政府辦公廳綜合處) from August 2008 to July 2011; served as a chief section member, deputy researcher and staff member (deputy director general level) in the Secretariat of the General Office of Shanghai Municipal Government (上海市政府辦公廳秘書處) from July 2011 to October 2016 (during which, he was seconded to work in China Investment Corporation from July 2016 to October 2016); served as a senior deputy manager of the office/board office/Party Committee office, senior deputy manager and senior manager of the research department in China Investment Corporation from October 2016 to October 2022; and he has served as a managing director and designated director of the office of the directly managed enterprises leading group/equity management department II of Central Huijin Investment Ltd. since October 2022; served as a director of Shenwan Hongyuan Securities Co., Ltd. since December 2022; served as a non-executive Director of Shenwan Hongyuan Group Co., Ltd. since December 2022; and served as a director of Shenwan Futures Co., Ltd. since September 2023.

Mr. Shao graduated from Electronic Engineering Department of Zhengzhou University in July 1999, majoring in automatic control; graduated from East China Normal University in July 2005, majoring in scientific socialism and international communist movement, and obtained a master's degree in law; and graduated from the Institute of World Economics of the Shanghai Academy of Social Sciences in July 2008, majoring in world economics, and obtained a doctorate degree in economics.

**Mr. Xu Yixin (徐一心)**, born in June 1966. Mr. Xu served as the secretary of the Party Group and director of the Finance Bureau of Leshan City from March 2004 to September 2008; served as the secretary of the District Committee of Shizhong District of Leshan City and director of the Standing Committee of the District People's Congress (since January 2009) from September 2008 to November 2011; served as the deputy mayor of Leshan City from November 2011 to February 2014; served as a member of the Standing Committee of the Ya'an Municipal Committee from February 2014 to June 2015; served as a member of the Standing Committee and deputy mayor of Ya'an Municipal Committee from June 2015 to January 2017; served as a member of the Standing Committee and executive deputy mayor of Ya'an Municipal Committee from January 2017 to October 2018; served as the full-time deputy director of the Railway and Airport Construction Office of Sichuan Province, and the deputy director and a member of the Party Group of the Development and Reform Commission of Sichuan Province from October 2018 to November 2019; served as the full-time deputy director of the Railway and Airport Construction Office of Sichuan Province, and the deputy director, a member of the Party Group and first-level inspector of the Development and Reform Commission of Sichuan Province from November 2019 to April 2021; served as the secretary of the Party Committee and chairman of the board of directors of Sichuan Financial Holding Group Co., Ltd. (四川金融控股集團有限公司) from April 2021 to September 2022; and served as the secretary of the Party Group and

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**APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR NON-INDEPENDENT DIRECTORS  
OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

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director of the Sichuan Provincial Department of Commerce from September 2022 to June 2024. Mr. Xu has served as the secretary of the Party Committee and chairman of the board of directors of Sichuan Development Holding Co., Ltd. since June 2024.

Mr. Xu graduated from Southwest University of Finance and Economics in July 1986, majoring in statistics, and obtained a bachelor's degree in economics; and graduated from the Party School of Sichuan Provincial Committee with a master's degree in economics in January 2002.

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## APPENDIX II BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

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**Ms. Yeung Siuman Shirley (楊小雯)**, born in October 1963. Ms. Yeung served as the person in charge of the international securities department of Verizon Investment Management Corp. from June 1993 to May 1997, the vice president of the capital market department of JP Morgan Investment Bank from June 1997 to January 2000, and the head of China of PCCW VENTURES LIMITED, a venture capital fund under PCCW Limited (電訊盈科有限公司) from January 2000 to March 2003. She has served as the chairwoman and founding managing partner of Dragonrise Capital Advisors (HK) Limited (龍騰資本有限公司) since October 2004, concurrently the chairwoman and founding managing partner of Suzhou Longrui Venture Capital Management Co., Ltd. (蘇州龍瑞創業投資管理有限公司) since December 2009, and concurrently the chairwoman and founding managing partner of Nanjing Longjun Investment Management Co., Ltd. (南京龍駿投資管理有限公司) since April 2014. She has been an independent non-executive Director of Shenwan Hongyuan Group Co., Ltd. since November 2020.

Ms. Yeung graduated from Beijing Foreign Studies University, majoring in international relations with a bachelor's degree in arts in July 1984, and graduated from Yale School of Management in the United States with an MBA degree in May 1993.

**Mr. Wu Changqi (武常岐)**, born in June 1955. Mr. Wu served a researcher at the China Studies Center of the University of Leuven in Belgium from February 1990 to July 1991; and an assistant professor in economics of the Business School in Hong Kong University of Science and Technology from August 1991 to June 2001; he was a visiting scholar at Northwestern's Kellogg School of Management in the U.S. from August 1997 to January 1998; a visiting professor at the Department of Applied Economics of Katholieke Universiteit Leuven in Belgium from September 1998 to December 1998; the deputy director of the Shui On Center for China Business and Management of the Business School and an adjunct associate professor of the Department of Economics of the Hong Kong University of Science and Technology since from July 2001 to June 2004; he served as the head of the Department of Strategic Management of the Guanghua School of Management of Peking University from September 2001 to January 2011; the director of the EMBA Centre of the Guanghua School of Management of Peking University from August 2002 to December 2010; and the associate dean of the Guanghua School of Management of Peking University from February 2003 to December 2010; he served as an adjunct professor in the Department of Economics of the Business School of Hong Kong University of Science and Technology from 2005 to 2011; the dean of the National High-tech Industrial Development Zone Development Strategy Research Institute of Peking University from May 2007 to December 2020; the director of Guanghua Cisco Leadership Institute of Peking University from March 2011 to December 2020; and a visiting professor at the School of Economics and Finance of the University of Hong Kong from 2012 to 2018; he has been a professor of strategic management at the Guanghua School of Management of Peking University since September 2001; the dean and chair professor of the School of Management of Shandong University since October 2019; the executive deputy head of the International Operation and Management Institute of Peking University since September 2006; and the executive deputy head of the National High-tech Industrial Development Zone Development Strategy Institute of Peking University since January 2021. He has concurrently served as the fifth executive vice chairman of the Chinese Institute of Business Administration since September 2014; an expert in the 14th Five-Year National Intellectual Property Planning Guidance Expert Group of the China National Intellectual Property Administration since August 2019; an expert member of the Expert Committee of the China Council for the Promotion of International Trade since February 2015; the chairman of the Strategic Management Professional Committee of the China Management Science Society since September 2016; and vice president of the China International Economic Cooperation Society since November 2019. He served as

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## APPENDIX II BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

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an independent director of Beijing Electronics Zone Investment and Development Co., Ltd. (600658.SH) from December 2012 to June 2019; and an external director of Haier Smart Home Co., Ltd. (600690.SH, 690D, 6690.HK) from April 2013 to June 2022. He was an external supervisor of Hua Xia Bank Co., Limited (600015.SH) from May 2015 to November 2021; an independent director of Yijiahe Technology Co., Ltd. (603666.SH) from August 2016 to September 2022; and an independent director of Aixin Life Insurance Co., Ltd. since August 2017. He served as an independent non-executive director of Beijing Media Corporation Limited (1000.HK) from June 2016 to November 2021. He has been an independent director of Tianneng Co., Ltd. (688819.SH) since February 2019; an independent non-executive Director of Shenwan Hongyuan Group Co., Ltd. since May 2021; and an independent director of Wanhua Chemical Group Co., Ltd. (600309.SH) since April 2022.

Mr. Wu obtained a bachelor's degree in economics from Shandong University in July 1982; a master's degree in business administration (MBA) from the University of Leuven in Belgium in February 1986; and a doctorate degree in applied economics from the University of Leuven in Belgium in October 1990.

On February 10, 2022, Mr. Wu was publicly criticised by the Hong Kong Stock Exchange for relevant matters in the period when he served as an independent non-executive director of Beijing Media Corporation Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1000) (“**Beijing Media**”) in relation to his breach of Rule 3.08(f) of the Listing Rules and his Declaration and Undertaking with regard to Directors given to the Hong Kong Stock Exchange in the Form H set out in Appendix 5 to the Listing Rules, for failing to ensure Beijing Media had maintained adequate and effective internal control in place. Mr. Wu has resigned as an independent non-executive director of Beijing Media on November 25, 2021, and has completed 24 hours of training on regulatory and legal topics (including compliance of the Listing Rules) as required by the Hong Kong Stock Exchange.

**Mr. Chen Hanwen (陳漢文)**, born in January 1968. Mr. Chen served as a teaching assistant, lecturer and associate professor in the Accounting Department of Xiamen University from August 1990 to November 1999; a professor in the Accounting Department of the School of Management of Xiamen University from December 1999 to May 2015 (during which he served as a doctoral tutor of the Accounting Department of the School of Management of Xiamen University from February 2001 to May 2015 and the director of the Accounting Department, the deputy dean of the School of Management, the deputy dean of the Graduate School, and the secretary general of the Academic Committee of Xiamen University from April 2004 to April 2015); he served as a professor of the Accounting Department of the School of International Business of the University of International Business and Economics from May 2015 to November 2021 (during which he served as a distinguished professor of Huiyuan of the University of International Business and Economics from May 2017 to November 2021 and a first-level professor at the International Business School of the University of International Business and Economics from January 2018 to November 2021). He has served as a doctoral tutor of the University of International Business and Economics since May 2015; and a professor of Nanjing Audit University since November 2021. He served as an independent director of Xiamen International Bank Co., Ltd. from May 2013 to December 2021; an independent director of Dalian Wanda Commercial Management Group Co., Ltd. from May 2017 to July 2023; an independent director of Shanghai Fuiou Payment Service Co., Ltd. from May 2017 to February 2023; an independent director of Beijing TriPrime Gene Pharmaceutical Co., Ltd. (837344.OC) from November 2018 to January 2024; an external supervisor of Bank of Communications Co., Ltd. (601328.SH, 03328.HK) since June 2019; an

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## APPENDIX II BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

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independent director of China Shenhua Energy Co., Ltd. (601088.SH, 01088. HK) since May 2020; an independent director of Bank of Suzhou Co, Ltd. (002966.SZ) since February 2023; and an independent non-executive Director of Shenwan Hongyuan Group Co., Ltd. since May 2021.

Mr. Chen graduated from the Accounting Department of School of Economics of Xiamen University in July 1990 with a bachelor's degree in auditing and graduated from the Accounting Department of School of Economics of Xiamen University in August 1997 with a doctorate degree in economics.

**Mr. Zhao Lei (趙磊)**, born in February 1974. Mr. Zhao was a lecturer and associate professor at the School of Civil and Commercial Law of Southwest University of Political Science and Law from July 2005 to February 2012; a researcher at the postdoctoral mobile research station of the University of International Business and Economics (postdoctoral in International Commercial Law) from October 2007 to June 2010; the assistant to the president of the Second Civil Division of the First Intermediate People's Court of Chongqing Municipality from May 2009 to December 2009; a researcher (postdoctoral in finance) at Tehua Postdoctoral Programme from October 2011 to September 2013; and an editor and the head of the law subject of the Social Sciences in China Press from March 2012 to November 2016. He has been an executive member of the China Law Journal Research Association since August 2015; an executive member of the China Securities Law Research Association since May 2016; a part-time researcher of Wuhan University Institute of International Law, a national high-end think tank, since November 2016; an associate researcher and researcher (professor) at the Commercial Law Office in the Institute of Law of the Chinese Academy of Social Sciences since December 2016; an doctoral tutor in Civil and Commercial Law at Southwest University of Political Science and Law since September 2019; an executive member of the China Commercial Law Research Association, an external professor of Lanzhou University, and concurrently an expert member of the Commercial Trial Professional Committee of the China Trial Theory Research Association and an expert member of the Financial Trial Professional Committee since October 2019; and an executive member of the China Bank Law Research Association since November 2020. He also served as an independent director of Haohan Data Technology Co., Ltd. (833175. OC) from September 2016 to June 2020; an independent director of Nanning Department Store Co., Ltd. (600712. SH) from April 2018 to September 2022; an independent director of Shanghai Haohai Biological Technology Co., Ltd. (688366.SH, 06826.HK) since June 2020; an independent director of Chengdu Sino Microelectronics Technology Co., Ltd. (688709.SH) from September 2021 to July 2024; an independent non-executive Director of Shenwan Hongyuan Group Co., Ltd. since May 2021; and an independent director of Triangle Tyle Co., Ltd. (601163.SH) since June 2023.

Mr. Zhao graduated from the Law Department of Hebei University with a bachelor's degree in July 1999; graduated from Hebei Normal University with a master's degree in economic law in July 2004; and graduated from the Southwest University of Political Science and Law with a doctorate degree in civil and commercial law in July 2007.



**Mr. Fang Rongyi (方榮義)**, born in August 1966. Mr. Fang served as the deputy director of the information center of the research institute of Beijing Yonyou Financial Technology Co., Ltd. from November 1990 to August 1992; he studied in the Accounting Department of Xiamen University for a doctorate degree from September 1992 to September 1995 and was an associate professor at the Business Administration Education Center of Xiamen University from November 1995 to March 1997. From March 1997 to January 2003, he successively served as an employee, assistant investigator (deputy director general level), and deputy director general of the accounting department of the Shenzhen Central Branch of the People's Bank of China; he served as the director general of the Non-Bank Financial Institution Supervision Division of the Shenzhen Central Sub-branch of the People's Bank of China from January 2003 to October 2003; the director general of the Financial Accounting Division of the Shenzhen Supervision Bureau of the China Banking Regulatory Commission from October 2003 to October 2006; and the director general of the State-owned Bank Supervision Division of the Shenzhen Supervision Bureau of the China Banking Regulatory Commission from October 2006 to September 2007; he was the proposed chief financial officer of Shenyin & Wanguo Securities Co., Ltd. from September 2007 to March 2008; the chief financial officer of Shenyin & Wanguo Securities Co., Ltd. from March 2008 to December 2014 (during which he concurrently served as the general manager of planning and accounting management headquarters from June 2011 to November 2011); from December 2014 to July 2015, he served as the deputy general manager and chief financial officer of Shenwan Hongyuan Securities Co., Ltd.; he has concurrently served as the vice chairman of Fullgoal Fund Management Co., Ltd. since December 2014, and a supervisor of E-Capital Transfer Co., Ltd. since December 2014; he served as the deputy general manager, chief financial officer, and secretary to the board of directors of Shenwan Hongyuan Securities Co., Ltd. from July 2015 to December 2017; from December 2017 to January 2021, he served as the deputy general manager, chief financial officer, secretary to the board of directors, and chief risk officer of Shenwan Hongyuan Securities Co., Ltd.; he has concurrently served as the deputy director of the Financial Accounting Professional Committee of the Securities Association of China since May 2018, and a part-time/visiting professor of East China University of Political Science and Law since May 2018; he served as the deputy general manager, a member of the executive committee, chief financial officer, and secretary to the board of directors of Shenwan Hongyuan Securities Co., Ltd. from January 2021 to September 2021; he has been a supervisor and the chairman of the board of supervisors of Shenwan Hongyuan Securities Co., Ltd. since September 2021; a supervisor and the chairman of the Board of Supervisors of Shenwan Hongyuan Group Co., Ltd. since October 2021; he concurrently served as the deputy director of the professional committee of the board of supervisors of China Association for Public Companies from November 2021 to May 2023; the director of the professional committee of the board of supervisors of China Association for Public Companies since May 2023; the chairman of Shanghai Shenwan Hongyuan Public Welfare Foundation (in preparation) from December 2021 to July 2022; the chairman of Shanghai Shenwan Hongyuan Public Welfare Foundation from July 2022 to August 2024; and the chairman of the labour union of Shenwan Hongyuan Securities Co., Ltd. since April 2023.

Mr. Fang obtained a bachelor's degree in economics from Xiamen University in July 1987; a master's degree in economics from Xiamen University in July 1990; and a doctorate degree in economics from Xiamen University in September 1995. Mr. Fang is a senior accountant.

**Ms. Chen Yan (陳燕)**, born in February 1975. Ms. Chen served as an employee of the Beijing Branch of the People's Insurance Company of China from August 1997 to February 2000; successively served as the editorial assistant and editor of the Economic Daily News Group, and the deputy director of the Corporate News Editorial Office, the assistant to the director of the chief editor office, and the director (deputy senior editor) of the chief editor office of the Economic Daily from February 2000 to March 2012; the senior manager of the comprehensive management department/banking institutions department II of Central Huijin Investment Ltd. from March 2012 to July 2017 (during which she temporarily served in Beijing Branch of China Construction Bank Corporation); and successively served as the head of the equity management division of policy financial institutions of the comprehensive management department/banking institutions department II, the head of the policy research division of the comprehensive management department and managing director of Central Huijin Investment Ltd. since July 2017. Ms. Chen has been a supervisor of Shenwan Hongyuan Securities Co., Ltd. and Shenwan Hongyuan Group Co., Ltd. since May 2021; and concurrently a director of China Export & Credit Insurance Corporation since April 2023.

Ms. Chen obtained a bachelor's degree in economics from the Central University of Finance and Economics majoring in international finance in July 1997; and obtained a master's degree in economics from Peking University majoring in finance in July 2004.

**Mr. Zou Zhijun (鄒治軍)**, born in September 1979. Mr. Zou successively served as a professional administrative assistant, a section member, a deputy director and the director of Xinjiang Bureau of China Securities Regulatory Commission from July 2006 to September 2013; the general manager of the strategic development department of Xinjiang Tianshan Rural Commercial Bank Limited (新疆天山農村商業銀行股份有限公司) from October 2013 to April 2016; the secretary of the board of directors of Xinjiang Yazhong Logistics Business Network Co., Ltd. (新疆亞中物流商務網絡有限責任公司) from April 2016 to May 2017; a director and the assistant to the general manager of Xinjiang Jintou Asset Management Co., Ltd. (新疆金投資產管理股份有限公司) from August 2017 to June 2019; an executive director and the general manager of Xinjiang New Dynamic Private Equity Fund Management Co., Ltd. (新疆新動能私募基金管理有限公司) from January 2019 to August 2022; a director and deputy general manager of Xinjiang Jintou Asset Management Co., Ltd. (新疆金投資產管理股份有限公司) from June 2019 to November 2022; an assistant general manager of Xinjiang Financial Investment Co., Ltd. (新疆金融投資有限公司) from November 2021 to April 2023; a director of Xinjiang Weitai Development and Construction (Group) Co., Ltd. (新疆維泰開發建設(集團)股份有限公司) (831099.NQ) from November 2021 to January 2023; the chairman of the board of directors of Xinjiang New Dynamic Private Equity Fund Management Co., Ltd. (新疆新動能私募基金管理有限公司) from August 2022 to November 2022; the Party branch secretary and chairman of the board of directors of Xinjiang New Dynamic Private Equity Fund Management Co., Ltd. (新疆新動能私募基金管理有限公司) since November 2022; the assistant general manager of Xinjiang Financial Investment (Group) Co., Ltd. (新疆金融投資(集團)有限責任公司) from April 2023 to July 2024; a director of Xinjiang Lanshantunhe Science and Technology Co., Ltd. (新疆藍山屯河科技股份有限公司) since January 2024; the assistant general manager and the general manager of the investment and fund department of Xinjiang Financial Investment (Group) Co., Ltd. (新疆金融投資(集團)有限責任公司) since July 2024; an executive director and the general manager of Xinjiang Kaidi Venture Investment Co., Ltd. (新疆凱迪創業投資有限責任公司) since September 2024.

Mr. Zou obtained a bachelor's degree in science from Xinjiang University majoring in mathematics and applied mathematics in July 2002, and a full-time master's degree in law from Xiamen University in July 2006. Mr. Zou is an intermediate economist, a certified public accountant and is legally qualified.