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SHENZHOU INTERNATIONAL GROUP HOLDINGS LIMITED
(申洲國際集團控股有限公司*)

(incorporated in the Cayman Islands with limited liability)

(stock code: 2313)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of Shenzhou International Group Holdings Limited (the “Company”) will be held at 7th Floor, Office Building, No. 18 Yongjiang Road, Economic Technical Development Zone, Beilun District, Ningbo City, Zhejiang Province, the PRC at 10:00 a.m. on Tuesday, 28 May 2024 to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and the reports of the directors of the Company and the Company’s independent auditors for the year ended 31 December 2023;
2. to approve and declare the payment of a final dividend of HK\$1.08 per share of HK\$0.10 each in the capital of the Company for the year ended 31 December 2023;
3. to re-elect Mr. Ma Renhe as an executive director of the Company;
4. to re-elect Mr. Hu Jijun as an executive director of the Company;

* *for identification purposes only*

5. to re-elect Mr. Liu Xinggao as an independent non-executive director of the Company;
6. to re-elect Ms. Liu Chunhong as an independent non-executive director of the Company;
7. to re-elect Ms. Wang Feirong as an independent non-executive director of the Company;
8. to authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company;
9. to re-appoint Ernst & Young as the Company’s auditors and to authorise the Board to fix their remuneration;

and, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

10. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with the shares of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;

- (c) the aggregate number of the Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of (i) a Rights Issue (defined below); or (ii) an issue of Shares upon the exercise of any options granted under any share schemes of the Company adopted from time to time in accordance with the Listing Rules; 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 articles of association of the Company in force from time to time; or (iv) any issue of Shares upon 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, shall not exceed the aggregate of 10% of the aggregate number of Shares in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (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;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or

- (iii) the passing of an ordinary resolution by the shareholders of the Company at a general meeting revoking or varying the authority given to the Directors by this resolution;

“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 on the Company’s register of members 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 recognised regulatory body or any stock exchange outside Hong Kong).”

11. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase (or agree to purchase) shares (each, a “Share”) of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, laws of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of the issued 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; and
- (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;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company at a general meeting revoking or varying the authority given to the Directors by this resolution.”
12. “**THAT** conditional on the passing of resolutions numbered 10 and 11 set out in the notice convening this meeting, the general mandate granted to the directors of the Company (the “Directors”) pursuant to resolution numbered 10 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of Shares purchased by the Company under the authority granted pursuant to resolution numbered 11 set out in the notice convening this meeting, provided that such number of Shares so purchased shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing of this resolution.”

SPECIAL RESOLUTION

and, to consider and, if thought fit, pass the following resolution as a special resolution:

13. “**THAT:**
- (a) the proposed amendments (the “Proposed Amendments”) to the existing articles of association of the Company (the “Existing Articles”), the details of which are set out in Appendix III to the circular of the Company dated 25 April 2024, be and are hereby approved;
 - (b) the amended and restated articles of association of the Company (the “Amended and Restated Articles”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles with immediate effect; and

- (c) any one director or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Articles, including without limitation, attending to the necessary registration and filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board
Shenzhou International Group Holdings Limited
Ma Jianrong
Chairman

Hong Kong, 25 April 2024

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit 2708, 27th Floor
Billion Plaza
No. 8 Cheung Yue Street
Kowloon
Hong Kong

Notes:

- 1 A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more than one person as his proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
- 2 To be valid, the form of proxy 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 must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the Annual General Meeting or any adjourned meeting.

- 3 The register of members of the Company will be closed from Thursday, 23 May 2024 to Tuesday, 28 May 2024, both dates inclusive, during which no transfer of shares will be registered, in order to establish the identity of Shareholders who are entitled to attend and vote at the Annual General Meeting. All transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration, not later than 4:30 p.m. on Wednesday, 22 May 2024.

The register of members of the Company will be closed from Friday, 7 June 2024 to Wednesday, 12 June 2024, both dates inclusive, during such period no transfer of shares will be registered, in order to establish the identity of the Shareholders who are entitled to the final dividend which is stated above and will be resolved and voted at the Annual General Meeting. All transfer forms, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 6 June 2024 for registration.

- 4 In relation to ordinary resolution numbered 10 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The directors have no immediate plans to issue any new shares of the Company or any scrip dividend scheme which may be approved by the shareholders.
- 5 In relation to ordinary resolution numbered 11 above, the directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in the Appendix I to the circular of the Company dated 25 April 2024 of which this notice of the Annual General Meeting forms part.
- 6 In respect of ordinary resolutions numbered 3 to 7 above, details of the re-electing directors are set out in Appendix II to the circular of the Company dated 25 April 2024, of which this notice of the Annual General Meeting forms part.
- 7 Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Annual General Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- 8 In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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.
- 9 A form of proxy is enclosed with the circular of the Company dated 25 April 2024. You should consult a bank, broker or custodian (as the case may be) for the assistance to attend the Annual General Meeting with a valid form of proxy if you are not a registered shareholder as listed on the Company's register of members (e.g. your shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited). Any valid form of proxy shall be authorised by the registered shareholders of the Company.

As at the date of this notice, the Board comprises five executive Directors, namely Mr. Ma Jianrong (Chairman), Mr. Huang Guanlin, Mr. Ma Renhe, Mr. Wang Cunbo and Mr. Hu Jijun; and four independent non-executive Directors, namely Ms. Wang Feirong, Mr. Zhang Bingsheng, Ms. Liu Chunhong and Mr. Liu Xinggao.