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首程控股有限公司
SHOUCHENG HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 697)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “GM”) of Shoucheng Holdings Limited (the “Company”) will be held at Boardroom 6, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 3 November 2021 at 10:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

The share incentive plan (the “Plan”), a copy of which is tabled at the GM and marked “A” and initialled by the chairman of the GM for identification purpose, be and is hereby approved and adopted; and the directors of the Company (the “Directors”) be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan, including without limitation to:

- (i) to administer or authorize any person(s) as deemed appropriate at the sole discretion of the board of Directors to administer the Plan under which share options will be granted to the person(s) eligible under the Plan (“**Selected Employee(s)**”, as defined in the Plan) to purchase shares of the Company pursuant to the Plan, including but not limited to determining and granting the share options and implementing the Plan in accordance with the terms of the Plan;
- (ii) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as the Directors think fit or as may be required or imposed by the relevant authorities in relation to the Plan; and
- (iii) to act on the relevant matters as the Directors in their sole discretion consider necessary or expedient in order to give full effect to the Plan.”

By order of the Board
Shoucheng Holdings Limited
Zhao Tianyang
Chairman

Hong Kong, 18 October 2021

Notes:

- (1) Any member of the Company entitled to attend and vote at the GM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e., at or before 10:00 a.m. on Monday, 1 November 2021 (Hong Kong Time)), or any adjourned meeting thereof (as the case may be).
- (4) Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of members of the Company to attend and vote at the GM will be the close of business on Tuesday, 2 November 2021. All documents for the transfer of shares of the Company accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 2 November 2021 (Hong Kong Time).
- (5) Completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the GM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (6) Where there are joint registered holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the GM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- (7) In view of the ongoing COVID-19 pandemic and with a view to minimize the shareholders' and attendees' risk of infection, the Company will implement the following precautionary measures at the GM, (a) compulsory temperature screening/checks and compulsory health declaration; (b) compulsory wearing of surgical face mask prior to admission and throughout the GM; (c) seat will be assigned at the GM venue to ensure social distancing; (d) no distribution of corporate gifts; and (e) no provision of refreshments or drinks or refreshment packs.
- (8) For the health and safety of shareholders, the Company encourages shareholders to exercise their right to vote at the GM by appointing the chairman of the GM as their proxy and to return their proxy forms by the time specified herein, or through HKSCC Nominees Limited by giving instructions to their brokers and custodians, instead of attending the GM in person.
- (9) The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the GM (if any).
- (10) If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 9:00 a.m. on Wednesday, 3 November 2021, the GM will be postponed or adjourned and further announcement for details of alternative meeting arrangements will be made. The GM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the GM under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this announcement, the Board comprises Mr. Zhao Tianyang (Chairman), Mr. Xu Liang, Mr. Li Wei (President) and Ms. Zhang Meng as Executive Directors; Mr. Liu Jingwei, Mr. Ho Gilbert Chi Hang, Mr. Li Hao and Dr. Zhao Xianming as Non-executive Directors; Dr. Wang Xin, Mr. Choi Fan Keung Vic, Mr. Deng Yougao, Ms. Zhang Quanling and Ms. Zhuge Wenjing as Independent Non-executive Directors.