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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)

**POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING
HELD ON 25 MAY 2023
AND
CHANGE OF DIRECTORS
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that all the resolutions set out in the 2023 AGM Notice were duly passed by the Shareholders by way of poll at the 2023 AGM.

With effect from the conclusion of the 2023 AGM:

- (a) Mr. Peng Jihai has been appointed as a Non-executive Director and a member of the Remuneration Committee;
- (b) Mr. Li Wei has retired as an Executive Director and ceased to be the President and a member of the Nomination Committee; and
- (c) Ms. Zhang Meng has retired as an Executive Director.

Reference is made to the circular dated 24 April 2023 (the “**Circular**”) containing, inter alia, a notice of annual general meeting (the “**2023 AGM Notice**”), issued by Shoucheng Holdings Limited (the “**Company**”) to the shareholders of the Company (the “**Shareholders**”). Capitalized terms used herein shall have the same meanings as those defined in the Circular unless defined otherwise.

POLL RESULTS OF THE 2023 AGM

The Board is pleased to announce that the poll results in respect of all the resolutions proposed at the annual general meeting held on 25 May 2023 (the “2023 AGM”) are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited financial statements together with the reports of the directors and the independent auditor for the year ended 31 December 2022.	4,896,111,772 (99.96%)	2,011,323 (0.04%)
The resolution was duly passed.			
2.	To declare a final dividend for the year ended 31 December 2022.	4,898,023,075 (99.99%)	100,020 (0.01%)
The resolution was duly passed.			
3.	(a) To re-elect Dr. Wang Xin as an independent non-executive director of the Company.	4,892,774,033 (99.89%)	5,349,062 (0.11%)
The resolution was duly passed.			
	(b) To re-elect Ms. Zhuge Wenjing as an independent non-executive director of the Company.	4,896,235,075 (99.96%)	1,888,020 (0.04%)
The resolution was duly passed.			
4.	To appoint Mr. Peng Jihai as a non-executive director of the Company.	4,893,675,387 (99.91%)	4,447,708 (0.09%)
The resolution was duly passed.			
5.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the directors of the Company to fix the auditor’s remuneration.	4,896,111,772 (99.96%)	2,011,323 (0.04%)
The resolution was duly passed.			
6.	To give a general mandate to the directors of the Company to allot, issue and dispose of shares of the Company not exceeding 20% of the existing total number of shares of the Company in issue.	4,795,066,359 (97.90%)	103,056,736 (2.10%)
The resolution was duly passed.			
7.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the existing total number of shares of the Company in issue.	4,169,987,555 (99.99%)	100,020 (0.01%)
The resolution was duly passed.			
8.	To add, conditional upon the passing of resolution no. 7 above, the total number of shares of the Company bought back to the general mandate given to the directors of the Company to allot shares of the Company.	4,795,626,983 (97.91%)	102,496,112 (2.09%)
The resolution was duly passed.			

Note: The full text of the above resolutions nos. 6 to 8 were set out in the 2023 AGM Notice.

As at the date of the 2023 AGM, the total number of issued Shares was 7,475,775,440 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolutions at the 2023 AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the 2023 AGM as set out in Rule 13.40 of the Listing Rules. There were no Shares requiring the holders to abstain from voting at the 2023 AGM under the Listing Rules, and no parties had indicated in the Circular that they intended to vote against or to abstain from voting on any resolutions at the 2023 AGM. Mr. Zhao Tianyang and Mr. Xu Liang as Executive Directors; Mr. Ho Gilbert Chi Hang as Non-executive Director; Dr. Wang Xin, Mr. Choi Fan Keung Vic, Mr. Deng Yougao, Ms. Zhang Quanling and Ms. Zhuge Wenjing as Independent Non-executive Directors, attended the 2023 AGM in person or by electronic means.

Tricor Tengis Limited, the share registrar of the Company, acted as the scrutineer for the purpose of vote-taking at the 2023 AGM.

APPOINTMENT OF DIRECTOR

The Board is pleased to announce that Mr. Peng Jihai (“**Mr. Peng**”) has been appointed as a Non-Executive Director at the 2023 AGM.

Mr. Peng, aged 53, obtained a Bachelor degree in Agricultural Finance and Credit Specialization from Central Institute of Finance and Banking (now known as Central University of Finance and Economics) in 1993 and obtained a postgraduate diploma in Monetary Banking from Graduate School of Chinese Academy of Social Sciences and an EMBA from Tsinghua University in 1998 and 2017 respectively. Mr. Peng is a CPA of The Chinese Institute of Certified Public Accountants. Mr. Peng is an executive director, co-chief executive officer and deputy general manager, chief financial officer, head of investment and chief investment officer of Sunshine Insurance Group Company Limited, a company listed on the Stock Exchange. He also serves as the chairman of Sunshine Surety Insurance Company Limited (陽光信用保證保險股份有限公司) and the general manager of Sunshine Asset Management Corporation Limited (陽光資產管理股份有限公司).

Save as disclosed above, Mr. Peng does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders (as defined in the Listing Rules).

As at the date of this announcement and within the meaning of Part XV of the SFO, Mr. Peng does not have any interests in the Shares.

Mr. Peng will enter into an engagement letter with the Company for a term commencing from the conclusion of the 2023 AGM and ending on 31 December 2023; such appointment being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Articles. Under the aforesaid engagement letter, Mr. Peng is entitled to a director’s fee as may be determined by the Board from time to time. Mr. Peng will be entitled to a director’s fee of HK\$310,000 for a full year which will be paid in proportion to the actual length of services provided by him. Moreover, Mr. Peng is entitled to an allowance of HK\$3,000 for attending each Board or committee meeting. Such director’s fee was determined by the Board with reference to Mr. Peng’s experience and duties as well as the then prevailing market conditions.

Save as set out above, there is no other matter regarding the appointment of Mr. Peng as a Non-executive Director that needs to be brought to the attention of the Shareholders and there is no other

information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Peng to join the Board.

RETIREMENTS OF DIRECTORS

The Board announces that Mr. Li Wei (“**Mr. Li**”) and Ms. Zhang Meng (“**Ms. Zhang**”) have retired as Executive Directors and Mr. Li has also ceased to be the President of the Company with effect from the conclusion of the 2023 AGM. In order to maintain a reasonable number of Board members to ensure efficient decision-making and Board diversity and maintain the overall decision-making quality of the Company, considering that Mr. Li and Ms. Zhang have been playing important roles in the management decision-making body of the Company, and that the roles of the Board and the management decision-making body should be clearly delineated and separated from the perspective of corporate governance, Mr. Li and Ms. Zhang have not offered themselves for re-election at the 2023 AGM.

Mr. Li and Ms. Zhang have confirmed that they have no disagreement with the Board and that there is no matter relating to their retirements that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Li and Ms. Zhang for their valuable contributions to the Company during their tenure of service.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that, following the abovementioned appointment and retirements of directors, Mr. Peng has been appointed as a member of the Remuneration Committee and Mr. Li has ceased to be a member of the Nomination Committee with effect from the conclusion of the 2023 AGM.

After the abovementioned change of directors took effect, the composition of each of the Remuneration Committee and the Nomination Committee is as follows:

Remuneration Committee

Zhang Quanling (*Chairlady*)
Peng Jihai
Wang Xin
Choi Fan Keung Vic

Nomination Committee

Zhao Tianyang (*Chairman*)
Wang Xin
Deng Yougao
Zhang Quanling

By order of the Board
Shoucheng Holdings Limited
Zhao Tianyang
Chairman

Hong Kong, 25 May 2023

As at the date of this announcement, the Board comprises Mr. Zhao Tianyang (Chairman) and Mr. Xu Liang as Executive Directors; Mr. Li Hao (Vice Chairman), Mr. Liu Jingwei, Mr. Ho Gilbert Chi Hang and Mr. Peng Jihai 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.