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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 of 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 Shunten International (Holdings) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Shunten International (Holdings) Limited**

**順騰國際(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 932)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalized terms used in this cover shall bear the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening an annual general meeting (the “AGM”) of the Company to be held at Unit D, 7/F, KC100, 100 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on Monday, 2 September 2024 at 3:30 p.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.shunten.com.hk](http://www.shunten.com.hk).

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s Hong Kong branch share registrar and transfer agent, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

26 July 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:*

“AGM”	the annual general meeting of the Company to be convened and held on Monday, 2 September 2024 at 3:30 p.m. to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, and the proposed re-election of retiring Directors
“Articles” or “Articles of Association”	the articles of association of the Company, as amended from time to time
“associates”	has the meaning ascribed to this term under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Shunten International (Holdings) Limited (Stock Code: 932), an exempted company incorporated in the Cayman Islands with limited liability on 5 December 2011 and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to this term under the Listing Rules
“core connected person”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the total number of issued Shares (excluding Treasury Shares) as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, which for the purpose of this circular exclude Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Register of Members”	the register of members of the Company
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the total number of issued Shares (excluding Treasury Shares) as at the date of granting of the Repurchase Mandate
“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) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Treasury Shares”	has the meaning ascribed to this term under the Listing Rules
“%”	per cent.



**Shunten International (Holdings) Limited**

**順騰國際(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 932)**

*Executive Director:*

Mr. CHEUNG Siu Fai (*Chairman*)

*Non-executive Director:*

Ms. SO Tsz Kwan

*Independent non-executive Directors:*

Mr. LEUNG Winson Kwan Yau

Mr. LIU Ying Shun

Ms. DONG Jian Mei

*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 D, 7/F, KC100

100 Kwai Cheong Road

Kwai Chung

New Territories

Hong Kong

26 July 2024

*To the Shareholders,*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; and (ii) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of retiring Directors, and the notice of the AGM.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate (including the extended General Mandate) and the Repurchase Mandate.

#### **General Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate number of up to 20% of the issued Shares (excluding Treasury Shares) as at the date of granting of the General Mandate.

As at the Latest Practicable Date, the Company has an aggregate number of 3,107,893,440 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 621,578,688 Shares.

The Board wishes to state that it has no immediate plans to issue any new shares pursuant to the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of the issued Shares (excluding Treasury Shares) as at the date of granting of the Repurchase Mandate.

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## LETTER FROM THE BOARD

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Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 310,789,344 Shares.

With effect from 11 June 2024, the Listing Rules have been amended to remove the requirement to cancel repurchased shares and to adopt a framework to allow the repurchased shares to be held in treasury and to govern the resale of the treasury shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be subject to the proposed resolution no. 5 of the notice of AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

The Board wishes to state that it has no immediate plans to issue any new shares pursuant to the Repurchase Mandate.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (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, the Companies Act or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **RE-ELECTION OF RETIRING DIRECTORS**

As at Latest Practicable Date, the Board comprises Mr. CHEUNG Siu Fai as executive Director; Ms. SO Tsz Kwan as non-executive Director; and Mr. LEUNG Winson Kwan Yau, Mr. LIU Ying Shun and Ms. DONG Jian Mei as independent non-executive Directors.

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## LETTER FROM THE BOARD

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Pursuant to Article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Ms. SO Tsz Kwan shall retire from the Board at the AGM and, being eligible, offer herself for re-election in the AGM.

Pursuant to Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to Article 84(2) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. LIU Ying Shun and Ms. DONG Jian Mei will retire by rotation at the AGM and will offer themselves for re-election as Directors.

The Nomination Committee has reviewed and assessed the appointment of the retiring Directors based on their overall contribution, service, skills and experience in accordance with the Company's nomination policy. The Company has received from Mr. LIU Ying Shun and Ms. DONG Jian Mei a confirmation of their independence pursuant to Rule 3.13 of the Listing Rules and the Board is of the view that Mr. LIU Ying Shun and Ms. DONG Jian Mei being independent for the purpose of acting as independent non-executive Directors and all retiring Directors being eligible for re-election at the AGM.

Biographical details of the retiring Directors to be re-elected which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **AGM**

A notice convening the AGM to be held at Unit D, 7/F, KC100, 100 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on Monday, 2 September 2024 at 3:30 p.m. is set out on pages AGM-1 to AGM-5 of this circular. Resolutions will be proposed at the AGM to approve, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; and (ii) the re-election of retiring Directors.



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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's Hong Kong branch share registrar and transfer agent, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand a poll on all resolutions to be proposed at the AGM pursuant to Article 66 of the Articles. An announcement on the results of the poll will be made by the Company after the AGM.

### **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.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 28 August 2024 to Monday, 2 September 2024, both dates inclusive during which period, no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all completed transfer forms accompanied by the relevant share certificates should be lodged for registration with the Company's branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Tuesday, 27 August 2024.

### **RECOMMENDATION**

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board of  
**Shunten International (Holdings) Limited**  
**CHEUNG Siu Fai**  
*Chairman and Executive Director*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of the issued Shares comprised 3,107,893,440 fully paid Shares and the Company did not have any Treasury Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 310,789,344 fully paid Shares, representing 10% of the number of the issued Shares (excluding Treasury Shares) as at the date of passing of the resolution.

As stated in the Letter from the Board, if the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

### **2. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the Articles for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2024, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
July	0.086	0.074
August	0.078	0.061
September	0.076	0.057
October	0.068	0.056
November	0.062	0.052
December	0.062	0.052
<b>2024</b>		
January	0.061	0.042
February	0.055	0.039
March	0.060	0.043
April	0.056	0.038
May	0.053	0.035
June	0.045	0.033
July (up to the Latest Practicable Date)	0.043	0.034

#### 5. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

## 6. EFFECT ON TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name of Shareholders	Number of Shares	Approximate % holding
Mr. Cheung Siu Fai <sup>(Note 1)</sup>	736,194,000	23.69%
Leading Virtue Holdings Limited ("Leading Virtue") <sup>(Note 1)</sup>	723,242,000	23.27%
Hammer Capital Ventures Limited ("Hammer Capital Ventures") <sup>(Note 2)</sup>	723,242,000	23.27%
Ms. Leung Lisa <sup>(Note 3)</sup>	718,804,033	23.13%
Prosper Rich Investments Limited <sup>(Note 3)</sup>	718,804,033	23.13%

*Notes:*

1. This represents the Shares held by Mr. Cheung Siu Fai, of which (i) being the beneficial owner of 12,952,000 Shares; and (ii) deemed to be interested in 723,242,000 Shares through Leading Virtue, a company wholly-owned by Mr. Cheung Siu Fai.
2. With reference to the notices of disclosures of interests of Hammer Capital Ventures and Mr. Cheung Siu Fai filed with the Stock Exchange on 21 July 2023, the short position of 723,242,000 Shares represents the shares lent by Leading Virtue as lender to Hammer Capital Ventures as borrower pursuant to a securities borrowing and lending agreement. Hammer Capital Ventures is wholly-owned by Mr. Cheung Siu Fai. As such, Mr. Cheung Siu Fai is deemed to be interested in the interest held by Hammer Capital Ventures by virtue of the SFO.
3. Prosper Rich Investments Limited is a company wholly-owned by Ms. Leung Lisa.
4. Information as disclosed in the table above was obtained from the website of the Stock Exchange (<http://www.hkexnews.hk/di/di.htm>).

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

<b>Name of Shareholders</b>	<b>Approximate % holding</b>
Mr. Cheung Siu Fai	26.32%
Leading Virtue	25.86%
Hammer Capital Ventures	25.86%
Ms. Leung Lisa	25.70%
Prosper Rich Investments Limited	25.70%

On the basis of the current shareholdings of above Shareholders, such increase would give rise to an obligation to make a mandatory offer under Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

#### **7. SHARES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

**(1) Ms. SO Tsz Kwan (“Ms. So”)**

Ms. So Tsz Kwan, aged 42, was appointed as non-executive Director since 25 September 2023. Ms. So has 19 years of experience in audit and investment management. Since 2018, Ms. So has been serving as a vice president at Ruima Hong Kong Limited, a company controlled by Ms. Leung Lisa, a substantial shareholder of the Company, which provides research and consultancy services on customized structured financing and corporate solutions. From 2011 to 2018, Ms. So worked as a manager, who was responsible for project management of the water sector at NWS Infrastructure Management (HK) Limited, a subsidiary of NWS Holdings Limited (a company listed on the Main Board of the Stock Exchange) (stock code: 659). She had also previously worked at Grant Thornton and PricewaterhouseCoopers for over 6 years. Ms. So graduated from the Hong Kong Baptist University with a Bachelor’s Degree in Business Administration (Accounting) in 2004 and has been a member of the Hong Kong Institute of Certified Public Accountants since 2010. Ms. So was an independent non-executive director of the Company during the period from 24 January 2022 to 23 June 2022 and alternate director of Mr. Cheung Siu Fai, chairman of the Board and executive Director, for the period from 14 September 2023 to 14 October 2023. She was also an independent non-executive director of MIE Holdings Corporation (a company listed on the Main Board of the Stock Exchange) (stock code: 1555) during the period from 31 August 2021 to 4 April 2022.

In accordance with the service contract entered into between the Company and Ms. So, Ms. So would serve as the non-executive Director for a term of three years commencing on 25 September 2023, unless terminated by either party by three months’ notice. Ms. So is entitled to a remuneration package comprising a fixed director’s remuneration of HK\$240,000 per annum, with bonus payable at the discretion of the Board and is eligible for participating in the share option scheme of the Company, which was determined by the Board with reference to her duties and responsibilities, experience, performance and market conditions. In accordance with the Articles, Ms. So’s appointment as the non-executive Director is subject to retirement by rotation and eligible for re-election at the AGM.

Saved as disclosed above, as at the Latest Practicable Date, Ms. So does not hold any directorship in other listed public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company. Save as disclosed herein, Ms. So does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(2) Mr. LIU Ying Shun (“Mr. Liu”)**

Mr. Liu Ying Shun, aged 40, was appointed as independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee since 1 July 2022. Mr. Liu was appointed as the chairman of the Remuneration Committee and the Nomination Committee of the Company on 14 September 2022. Mr. Liu has more than 15 years of experience in the field of audit and assurance. He founded Zhong Pu Risk Management Limited (“**Zhong Pu**”), a company which provides business advisory, consultancy and taxation services for clients ranging from private entities to listed companies in Hong Kong, in 2017 and has been serving as a director at Zhong Pu since then. Mr. Liu has been serving as independent non-executive director for MIE Holdings Corporation (a company listed on the Main Board of the Stock Exchange) (stock code: 1555) since August 2021 and Magnus Concordia Group Limited (a company listed on the Main Board of the Stock Exchange) (stock code: 1172) since November 2022. Since November 2019, Mr. Liu has also been serving as the company secretary of Polyfair Holdings Limited (a company listed on GEM of the Stock Exchange) (stock code: 8532). Prior to founding Zhong Pu, Mr. Liu worked as an assurance manager and senior associate at PricewaterhouseCoopers from 2014 to 2016 and 2010 to 2012, respectively, a finance manager at Wong’s Kong King International (Holdings) Limited (a company listed on the Main Board of the Stock Exchange) (stock code: 532) from 2012 to 2013, and also at Shu Lun Pan Horwath Hong Kong CPA Limited (an accounting firm which has since merged into BDO Limited) from 2006 to 2009, with his last position as a senior associate. Mr. Liu obtained a Bachelor of Business Administration from Lingnan University in Hong Kong and has been a member of the Hong Kong Institute of Certified Public Accountants.

In accordance with the service agreement entered into between the Company and Mr. Liu, Mr. Liu would serve as an independent non-executive Director for a term of three years commencing on 1 July 2022, unless terminated by either party by three months’ notice. Mr. Liu is entitled to a remuneration package comprising a fixed director’s salary of HK\$240,000 per annum, with bonus payable at discretion of the Board and is eligible for participating in the share option scheme of the Company, which was determined by the Board with reference to his duties and responsibilities, experience, performance and market conditions. In accordance with the Articles, Mr. Liu’s appointment as an independent non-executive Director is subject to retirement by rotation and eligible for re-election at the AGM.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Liu does not hold any directorship in other listed public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company. Save as disclosed herein, Mr. Liu does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.



**(3) Ms. DONG Jian Mei (“Ms. Dong”)**

Ms. Dong Jian Mei, aged 51, was appointed as independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee since 1 July 2022. Ms. Dong has approximately 26 years of experience in the field of natural resources economics and business management. Since January 1996, Ms. Dong has been working as a researcher at the Chinese Academy of Land & Resource Economics (中國國土資源經濟研究院) and was mainly responsible for researching on the reform and development of the national geological exploration industry and management of geological data. In 2018, she has received a Certificate of Senior Qualification issued by the Chinese Academy of Land & Resource Economics. Ms. Dong obtained a Bachelor of Economics and a Master of Economics from Renmin University of China (中國人民大學) in 2004 and 2011 respectively. Ms. Dong has also obtained a Certificate of Accounting Professional in the PRC in 1999.

In accordance with the service agreement entered into between the Company and Ms. Dong, Ms. Dong would serve as an independent non-executive Director for a term of three years commencing on 1 July 2022, unless terminated by either party by three months’ notice. Ms. Dong is entitled to a remuneration package comprising a fixed director’s salary of HK\$240,000 per annum, with bonus payable at discretion of the Board and is eligible for participating in the share option scheme of the Company, which was determined by the Board with reference to her duties and responsibilities, experience, performance and market conditions. In accordance with the Articles, Ms. Dong’s appointment as an independent non-executive Director is subject to retirement by rotation and eligible for re-election at the AGM.

Saved as disclosed above, as at the Latest Practicable Date, Ms. Dong does not hold any directorship in other listed public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company. Save as disclosed herein, Ms. Dong does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to each of Ms. So, Mr. Liu and Ms. Dong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matters relating to each of Ms. So, Mr. Liu and Ms. Dong that needs to be brought to the attention of the Shareholders and the Stock Exchange.



## Shunten International (Holdings) Limited

### 順騰國際(控股)有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 932)**

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Shunten International (Holdings) Limited (the “Company”) will be held at Unit D, 7/F, KC100, 100 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on Monday, 2 September 2024 at 3:30 p.m. for the purpose to, as ordinary business, consider and if thought fit, passing the following ordinary resolutions with or without amendments:

#### ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “Director(s)”) and auditors of the Company for the year ended 31 March 2024;
2.
  - (a) to re-elect Ms. SO Tsz Kwan as non-executive Director;
  - (b) to re-elect Mr. LIU Ying Shun as independent non-executive Director;
  - (c) to re-elect Ms. DONG Jian Mei as independent non-executive Director; and
  - (d) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Moore CPA Limited (formerly known as Moore Stephens CPA Limited) as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

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## NOTICE OF AGM

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and, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including bonds, warrants, debentures, and other securities to subscribe for the shares of the Company (the **“Shares”**), which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; 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 (the **“Articles”**) 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:
  - (i) 20 per cent. of the number of issued Shares (excluding Treasury Shares which has the meaning ascribed to it under the Listing Rules) as at the date of the passing of this resolution; and
  - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of issued Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares (excluding Treasury Shares) as at the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF AGM

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(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, the Companies Act of the Cayman Islands (the “**Companies Act**”) or any applicable laws of Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in 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 register 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).”;

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number and description of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares (excluding Treasury 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

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## NOTICE OF AGM

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- (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, the Companies Act or any applicable laws of Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”; and
6. “**THAT** conditional upon the passing of the resolutions numbered (4) and (5), the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the number of issued Shares referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”

By order of board of Directors of  
**Shunten International (Holdings) Limited**  
**CHEUNG Siu Fai**  
*Chairman and Executive Director*

Hong Kong, 26 July 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 D, 7/F, KC100  
100 Kwai Cheong Road  
Kwai Chung  
New Territories  
Hong Kong

*Notes:*

1. Unless otherwise stated, the capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 26 July 2024 (the “**Circular**”).
2. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

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## NOTICE OF AGM

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3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's Hong Kong branch share registrar and transfer agent, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the annual general meeting (i.e. 3:30 p.m. (Hong Kong Time) on 31 August 2024) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
4. In the case of joint holders of shares, any one of such holders may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
6. For the purpose of ascertaining shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Wednesday, 28 August 2024 to Monday, 2 September 2024 (both dates inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 27 August 2024.
7. In relation to proposed resolutions nos. 4 and 6 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 of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
8. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. 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 Listing Rules is set out in Appendix I to the circular.
9. If a Typhoon Signal No. 8 or above is hoisted or Black Rainstorm Warning Signal or "extreme conditions" caused by super typhoon is in force at or at any time after 11:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.shunten.com.hk](http://www.shunten.com.hk) and to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.
10. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board comprises one executive Director, namely, Mr. CHEUNG Siu Fai; one non-executive Director, namely, Ms. SO Tsz Kwan; and three independent non-executive Directors, namely, Mr. LEUNG Winson Kwan Yau, Mr. LIU Ying Shun and Ms. DONG Jian Mei.*