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盛業資本
SHENG YE CAPITAL

SHENG YE CAPITAL LIMITED

盛業資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6069)

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**2021 Annual General Meeting**”) of shareholders (the “**Shareholders**”) of Sheng Ye Capital Limited (the “**Company**”) will be held at the Mansion VIII, 2nd Floor, Grand Hyatt Shenzhen, 1881 Baoan Nan Road, Luohu District, Shenzhen, the PRC on Tuesday, 18 May 2021 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To approve and declare a final dividend of HK6.3 cents per ordinary share in the issued share capital of the Company for the year ended 31 December 2020 payable to the shareholders whose names appear on the register of members of the Company as at the close of business on Thursday, 10 June 2021.
2. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Directors**”) and the Company’s auditors (“**Auditors**”) for the year ended 31 December 2020.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Tung Chi Fung as an Executive Director.
 - (b) to re-elect Mr. Fong Heng Boo as an Independent Non-executive Director.
 - (c) to authorize the board of Directors (“**the Board**”) to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix the Auditors’ remuneration.

5. “THAT

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an 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 (“**Articles of Association**”), shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution, “**Relevant Period**” means the period from 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 to be held by the Articles of Association or any other applicable laws of the Cayman Islands; and
 - (iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, **“Relevant Period”** means the period from 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 to be held by the Articles of Association or any other applicable laws of the Cayman Islands; and
 - (iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate.”

7. **“THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the addition thereto of an amount representing the number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

Yours faithfully,
By order of the Board
Sheng Ye Capital Limited
Tung Chi Fung
Chairman

Hong Kong, 19 April 2021

Notes:

- (a) At the 2021 Annual General Meeting, the Chairman of the 2021 Annual General Meeting will put each of the above resolutions to be voted by way of a poll under article 79 of the Articles of Association.
- (b) Any shareholder entitled to attend and vote at the 2021 Annual General Meeting is entitled to appoint more than one proxy to attend and on a poll, vote in his/her/its stead in accordance with the Articles of Association. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the 2021 Annual General Meeting. A proxy need not be a shareholder of the Company.
- (c) To be valid, the proxy form together with any 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 Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL (<https://emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company, no later than 48 hours before the time appointed for holding the 2021 Annual General Meeting or any adjournment thereof (as the case may be).
- (d) Completion and return of the proxy form will not preclude a shareholder from attending and voting at the 2021 Annual General Meeting or any adjournment thereof (as the case may be) should the shareholder so desire.
- (e) The Register of Members of the Company will be closed from Thursday, 13 May 2021 to Tuesday, 18 May 2021, both days inclusive, during which period no transfer of shares will be effected, to determine shareholders' entitlement to attend and vote at the 2021 Annual General Meeting. In order to be entitled to attend and vote at the 2021 Annual General Meeting, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Wednesday, 12 May 2021.
- (f) The Register of Members of the Company will be closed from Tuesday, 8 June 2021 to Thursday, 10 June 2021, both days inclusive, during which period no transfer of shares will be effected, to determine shareholders' entitlement to the proposed final dividend with respect to resolution no.1 of this notice. In order to be entitled to the proposed final dividend, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54 Hopewell Centre 183 Queen's Road East Hong Kong, no later than 4:30 p.m. on Monday, 7 June 2021.
- (g) With respect to resolution no.3 of this notice, Mr. Tung Chi Fung and Mr. Fong Heng Boo will retire and, being eligible, offer themselves for reelection at the 2021 Annual General Meeting pursuant to article 108(a) of the Articles of Association.

Details of the above Directors are set out in Appendix I to the circular. Details of submitting the proposal by a shareholder for nomination of a person for election as a Director at the 2021 Annual General Meeting are set out under the section headed "4. Re-election of Retiring Directors" in the circular.

- (h) In relation to resolution no.6 above, the Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of an authority for the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on the Stock Exchange, is set out in Appendix II to the circular.
- (i) 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 two Executive Directors: Mr. Tung Chi Fung and Mr. Chen Jen-Tse; and four Independent Non-executive Directors: Mr. Hung Ka Hai Clement, Mr. Loo Yau Soon, Mr. Tsoon Wai Mun, Benjamin and Mr. Fong Heng Boo.

PRECAUTIONARY MEASURES FOR THE 2021 ANNUAL GENERAL MEETING

The holding of the 2021 Annual General Meeting in order to comply with the Listing Rules and the Articles of Association could potentially create a risk in terms of the spread of the Novel Coronavirus (the “COVID-19”) pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the 2021 Annual General Meeting, the Company wishes to remind the Shareholders and their proxies as follows:

No attendance

Those individual Shareholders who have any symptoms of upper respiratory system diseases or are under any quarantine requirements are advised not to attend the 2021 Annual General Meeting in person.

Not later than 48 hours before the time of the 2021 Annual General Meeting

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the 2021 Annual General Meeting by appointing the chairman of the AGM as their proxy instead of attending the 2021 Annual General Meeting in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2021 Annual General Meeting or any adjournment thereof should they subsequently so wish. Shareholders may appoint the chairman of the 2021 Annual General Meeting to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with the circular with the Company’s branch share registrars in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, or via the designated URL (<https://emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

At the venue of the 2021 Annual General Meeting

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with abnormal temperatures.
- (ii) Attendees are requested to observe good personal hygiene at all times at the 2021 Annual General Meeting venue and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear facial surgical masks throughout the 2021 Annual General Meeting and sit at a distance from other attendees and those not wearing facial surgical masks may be denied entry to the 2021 Annual General Meeting. Please note that no masks will be provided at the 2021 Annual General Meeting venue and attendees should bring and wear their own masks.

- (iv) No drinks, refreshments or souvenirs will be provided.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or have the symptoms of upper respiratory system diseases or are under any quarantine requirements may be denied entry to the 2021 Annual General Meeting venue at the absolute discretion of the Company as permitted by law.

Due to the constant COVID-19 pandemic situation, the Company may be required to change the 2021 Annual General Meeting arrangements at short notice. Shareholders are advised to check the website of the Stock Exchange and the Company's website for future announcements and updates on the 2021 Annual General Meeting arrangements.