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中國山東高速金融集團有限公司
CHINA SHANDONG HI-SPEED FINANCIAL GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

**CHANGE OF EXECUTIVE DIRECTORS,
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHANGE IN COMPOSITION OF COMMITTEES,
CHANGE OF AUTHORISED REPRESENTATIVES,
REVISED NOTICE OF ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL CIRCULAR FOR ANNUAL GENERAL
MEETING**

The Board announces that with effect from 17 May 2019:

- (1) Mr. Ji Kecheng has resigned as an executive Director, chairman and member of the Executive Committee, an Authorised Representative, and the Chief Executive Officer of the Company;
- (2) Mr. Yau Wai Lung has resigned as an executive Director, a member of each of the Remuneration Committee, the Nomination Committee and the Executive Committee, and an Authorised Representative, and has been appointed as consultant of the Company;
- (3) Dr. Lam Lee G. has been appointed as a member of the Nomination Committee;
- (4) Mr. Wang Zhenjiang has resigned as an executive Director and a member of each of the Remuneration Committee and the Executive Committee;

- (5) Mr. Li Zhen Yu has resigned as an executive Director and a member of the Executive Committee;
- (6) Mr. Wang Huixuan has resigned as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- (7) Mr. Wang Xiaodong has been appointed as the chairman of the Executive Committee;
- (8) Mr. Liu Han has been appointed as an executive Director, and vice chairman and member of the Executive Committee;
- (9) Mr. Liu Zhijie has been appointed as an executive Director and a member of each of the Remuneration Committee and the Executive Committee;
- (10) Mr. Liu Yao has been appointed as an executive Director, a member of the Executive Committee, and an Authorised Representative;
- (11) Ms. Liao Jianrong has been appointed as an executive Director and a member of each of the Remuneration Committee and the Executive Committee;
- (12) Mr. Tan Yuexin has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (13) Mr. Tam Chong Cheong Aaron has been appointed as an Authorised Representative.

Reference is made to the announcement of the Company dated 7 May 2019. The supplemental circular, the revised notice of the AGM and the revised proxy form referred to in the Previous Announcement, which will be despatched to the shareholders of the Company in due course, shall also contain, among other things, further information regarding the proposed re-election of each of the New Directors as Directors.

The board (the “**Board**”) of directors (the “**Directors**”) of China Shandong Hi-Speed Financial Group Limited (the “**Company**”) announces that with effect from 17 May 2019:

- (1) Mr. Ji Kecheng has resigned as an executive Director, chairman and member of the executive committee of the Board (the “**Executive Committee**”); an authorised representative (“**Authorised Representative**”) as required under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and the Chief Executive Officer of the Company;
- (2) Mr. Yau Wai Lung has resigned as an executive Director, a member of each of the remuneration committee of the Board (the “**Remuneration Committee**”), the nomination committee of the Board (the “**Nomination Committee**”) and the Executive Committee, and an Authorised Representative, and has been appointed as consultant of the Company;
- (3) Dr. Lam Lee G. has been appointed as a member of the Nomination Committee;
- (4) Mr. Wang Zhenjiang has resigned as an executive Director and a member of each of the Remuneration Committee and of the Executive Committee;
- (5) Mr. Li Zhen Yu has resigned as an executive Director and a member of the Executive Committee;
- (6) Mr. Wang Huixuan has resigned as an independent non-executive Director and a member of each of the audit committee of the Board (the “**Audit Committee**”), the Remuneration Committee and the Nomination Committee;
- (7) Mr. Wang Xiaodong has been appointed as the chairman of the Executive Committee;
- (8) Mr. Liu Han has been appointed as an executive Director, and vice chairman and member of the Executive Committee;
- (9) Mr. Liu Zhijie has been appointed as an executive Director and a member of each of the Remuneration Committee and the Executive Committee;
- (10) Mr. Liu Yao has been appointed as an executive Director, a member of the Executive Committee, and an Authorised Representative;

- (11) Ms. Liao Jianrong has been appointed as an executive Director and a member of each of the Remuneration Committee and the Executive Committee;
- (12) Mr. Tan Yuexin has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (13) Mr. Tam Chong Cheong Aaron has been appointed as an Authorised Representative.

RESIGNATIONS OF MR. JI KECHENG, MR. YAU WAI LUNG, MR. WANG ZHENJIANG, MR. LI ZHEN YU AND MR. WANG HUIXUAN (THE “RESIGNING DIRECTORS”)

Each of the Resigning Directors tendered his resignation due to his focus on other businesses, and confirmed that he has no disagreement with the Board and there are no matters with respect to his resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its sincere appreciation and gratitude to the Resigning Directors for their valuable contributions to the Company during their respective tenure of services with the Board.

APPOINTMENT OF MR. LIU HAN, MR. LIU ZHIJIE, MR. LIU YAO, MS. LIAO JIANRONG, AND MR. TAN YUEXIN (THE “NEW DIRECTORS”)

Mr. Liu Han

Mr. Liu Han (劉涵), aged 41, obtained a bachelor’s degree in industrial automation from North China University of Technology (北方工業大學) in 2000 and a master’s degree of engineering in computer science and technology from Beijing Jiaotong University (北京交通大學, formerly known as Northern Jiaotong University (北方交通大學)) in 2003.

Mr. Liu Han has extensive experience in management and practice in the Hong Kong market, in particular in the insurance and investment management sectors. He previously served as the vice president of New China Asset Management (Hong Kong) Ltd. since July 2018, where he is responsible for the investment management segment of the said company. From 2017 to June 2018, he served as the managing director of China Re Asset Management (Hong Kong) Company Limited (中再資產管理(香港)有限公司) which is the overseas asset management platform under China Reinsurance (Group) Corporation (Stock Code: 1508.HK). Prior to that, Mr. Liu had served as the deputy general manager of CRRC Urban Traffic Co, Ltd. (中車城市交通有限公司) and the chairman of the board of directors of Chongqing CRRC Transportation Infrastructure Co. Ltd.* (重慶中車交通裝備有限公司).

Mr. Liu Han entered into a letter of appointment with the Company on 17 May 2019. The appointment of Mr. Liu Han as an executive Director is for a term of three years commencing from 17 May 2019 and is subject to retirement from the Board by rotation and re-election in accordance with the bye-laws of the Company. He will be entitled to receive a total annual emolument of HK\$4,900,000, which is determined with reference to his duties and responsibilities with the Company, qualifications, experience and the prevailing market conditions. In addition, he may be entitled under the said service contract to a bonus as determined at the discretion of the Board with reference to his performance.

Mr. Liu Zhijie

Mr. Liu Zhijie (劉志杰), aged 44, has obtained a bachelor's degree from Shandong University of Finance and Economics. He is a senior accountant and selected as high-grade accountant personnel.

Mr. Liu Zhijie was appointed the chief financial officer of the Company in October 2016. He is also a director of each of a number of subsidiaries of the Company. He previously served as the General Manager of Planning and Financial Management Department of China Shandong International Economic and Technical Cooperation Group Limited and a director of Shandong International Economics (HK) Limited. He successively held audit, tax and financial management positions in accounting firms and large-scale state-owned enterprises. He also oversaw various overseas companies and has extensive experience in financial management, investment and financing, as well as overseas business exposure.

Mr. Liu Zhijie entered into a letter of appointment with the Company on 17 May 2019. The appointment of Mr. Liu Zhijie as an executive Director is for a term of three years commencing from 17 May 2019 and is subject to retirement from the Board by rotation and re-election in accordance with the bye-laws of the Company. He will be entitled to receive total annual emolument of HK\$1,800,000, which are determined with reference to his duties and responsibilities of the Company, qualifications, experience and the prevailing market conditions. In addition, he may be entitled under the said service contract to a bonus as determined at the discretion of the Board with reference to his performance.

Mr. Liu Yao

Mr. Liu Yao (劉堯), aged 33, has obtained a Master's degree in Finance from Shandong University of Finance and Economics, and is an economist and registered real estate appraiser in China.

Mr. Liu Yao was appointed a vice executive president of the Company in December 2017. He is also a director of each of a number of subsidiaries of the Company. He previously worked for a number of arms and divisions of Shandong Hi-Speed Group Co., Ltd. (“**Shandong Hi-Speed Group**”), namely the real estate arm, the division of investment development in listed companies and the investment development division (property management) of the headquarters of Shandong Hi-Speed Group. He had participated in professional trainee exchange programmes held by the investment banking division of Everbright Securities Company Limited and the fund management company of Everbright Capital Investment Limited, respectively. He holds a number of practicing qualifications in accounting, securities and funds respectively, with extensive working experience in real estate, investment and securities.

Mr. Liu Yao entered into a letter of appointment with the Company on 17 May 2019. The appointment of Mr. Liu Yao as an executive Director is for a term of three years commencing from 17 May 2019 and is subject to retirement from the Board by rotation and re-election in accordance with the bye-laws of the Company. He will be entitled to receive total annual emolument of HK\$1,800,000, which are determined with reference to his duties and responsibilities of the Company, qualifications, experience and the prevailing market conditions. In addition, he may be entitled under the said service contract to a bonus as determined at the discretion of the Board with reference to his performance.

Ms. Liao Jianrong

Ms. Liao Jianrong (廖劍蓉, formerly known as 廖劍榮), aged 48, completed her undergraduate study in national economic management from the Xiangtan University* (湘潭大學) in 2003, and obtained a Master of Business Administration from City University of Macau (澳門城市大學, formerly known as 亞洲(澳門)國際公開大學) in 2008.

She served as office deputy supervisor, and supervisor of the editor department, of Yongzhou Municipal Committee Policy Research Centre* (永州市委政策研究室) from 1991 to 2001, successively served as the vice general manager of the human resources department of Bank of Changsha Co., Ltd. (長沙銀行股份有限公司) (“**Changsha Bank**”) and the general manager of relevant department of the head office from 2001 to 2009, the branch manager of Bank of Changsha Co., Ltd. Yinde Branch* (長沙銀行銀德直屬行) from 2009 to 2015, and a member (vice president level) of the management team of the bank from 2012 to 2017. Since 2018, she successively served as the vice president of Kaisa Asset Management Limited (佳兆業資產管理有限公司), the vice president of Kaisa Securities Company (佳兆業證券公司) and the director of Kaisa (Shenzhen) Equity Investment Fund Management Co., Ltd. (QFLP)* (佳兆業(深圳)股權投資基金管理有限公司(QFLP公司)). She has obtained professional qualifications in the PRC in accountancy and corporate human resources management respectively. She has accumulated extensive practical experience in areas of administration and human resource management, financial management, and bank management in particular, and also acquired knowledge in investment and financing management of Hong Kong market.

Ms. Liao entered into a letter of appointment with the Company on 17 May 2019. The appointment of Ms. Liao Jianrong as an executive Director is for a term of three years commencing from 17 May 2019 and is subject to retirement from the Board by rotation and re-election in accordance with the bye-laws of the Company. She will be entitled to receive total annual emolument of HK\$2,600,000, which are determined with reference to her duties and responsibilities of the Company, qualifications, experience and the prevailing market conditions. In addition, she may be entitled under the said service contract to a bonus as determined at the discretion of the Board with reference to her performance.

Mr. Tan Yuexin

Mr. Tan Yuexin (譚岳鑫) (formerly known as Tan Yuexing (譚月興)), aged 55, served as a project manager, a technical responsible officer, and a vice general manager of Hunan Changda Construction Group Co, Ltd. (湖南長大建設集團股份有限公司) from 1986 to 2001. He has served as the chairman of the board of directors of Hunan Xinyuan Investment Group Co, Ltd. (湖南鑫遠投資集團有限公司) since 2001.

Mr. Tan has 30 years of experience in investment and management, covering sectors including real estate, healthcare and elderly care, environmental protection and business operation.

Mr. Tan entered into a letter of appointment with the Company on 17 May 2019. The appointment of Mr. Tan as independent non-executive Director is for a term of three years commencing from 17 May 2019 and is subject to retirement from the Board by rotation and re-election in accordance with the bye-laws of the Company. He will be entitled to receive total annual emolument of HK\$180,000, which are determined with reference to his duties and responsibilities of the Company, qualifications, experience and the prevailing market conditions. In addition, he may be entitled under the said service contract to a bonus as determined at the discretion of the Board with reference to his performance.

Save as disclosed above, each of the New Directors (i) has not held any other directorships in any public companies the securities of which are listed in Hong Kong or overseas in the last three years immediately prior to the date of this announcement; (ii) does not hold other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (iv) does not have any interest in the listed securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information relating to the any of the New Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company in relation to their appointment.

The Board would like to take this opportunity to express its warmest welcome to the New Directors for joining the Board.

SUPPLEMENTAL CIRCULAR FOR THE ANNUAL GENERAL MEETING

References are made to (i) the circular of the Company dated 30 April 2019 in relation to the annual general meeting to be held on 14 June 2019 (the “**AGM**”); (ii) the notice of the AGM dated 30 April 2019 (the “**Notice**”); (iii) the proxy form of the Company (the “**Proxy Form**”); and (iv) the announcement of the Company dated 7 May 2019 (the “**Previous Announcement**”).

Pursuant to bye-law 91 of the Company’s bye-laws, each of the New Directors shall hold office only until the AGM and be eligible for re-election as a Director.

Due to the respective resignations of Mr. Yau Wai Lung and Mr. Wang Zhenjiang, the ordinary resolutions nos. 2(i) and 2(ii) in respect of the re-election of Mr. Yau Wai Lung and Mr. Wang Zhenjiang as executive Directors as set out in the Notice and the Proxy Form are no longer applicable.

The supplemental circular, the revised notice of the AGM and the revised proxy form referred to in the Previous Announcement, which will be despatched to the shareholders of the Company in due course, shall also contain, among other things, further information regarding the proposed re-election of each of the New Directors as Directors.

Shareholders of the Company are reminded to read the Notice (together with its notes) in detail to get information on other resolutions to be proposed at the AGM, the eligibility to attend the AGM, the designated proxy and other relevant matters as scheduled.

By Order of the Board
China Shandong Hi-Speed Financial Group Limited
Wang Xiaodong
Chairman

Hong Kong, 17 May 2019

As at the date of this announcement, the Company has five executive directors, namely Mr. Wang Xiaodong, Mr. Liu Han, Mr. Liu Zhijie, Mr. Liu Yao and Ms. Liao Jianrong; three non-executive directors, namely Dr. Lam Lee G., Mr. Qiu Jianyang and Mr. Lo Man Tuen; and four independent non-executive directors, namely Mr. To Shing Chuen, Mr. Cheung Wing Ping, Mr. Guan Huanfei and Mr. Tan Yuexin.

* *For identification purpose only*