

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Shenzhen International Holdings Limited

深圳國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00152)

(the “Company”)

**(1) CHANGE IN DIRECTORSHIPS
AND
(2) CHANGE OF COMPOSITION OF
SPECIALIZED COMMITTEES OF THE BOARD**

The Board announces that with effect from 12 June 2020:

1. Mr. Ding Xun resigned from his position as an Independent Non-executive Director, the chairman and a member of each of the Nomination Committee and the Remuneration and Appraisal Committee, and a member of the Audit Committee;
2. Mr. Nip Yun Wing resigned from his position as an Independent Non-executive Director, the chairman and a member of the Audit Committee and a member of the Nomination Committee;
3. Mr. Pan Chao Jin has been appointed as an Independent Non-executive Director, the chairman and a member of each of the Nomination Committee and the Remuneration and Appraisal Committee, and a member of the Audit Committee; and
4. Mr. Chan King Chung has been appointed as an Independent Non-executive Director, the chairman and a member of the Audit Committee and a member of the Nomination Committee.

(1) CHANGE IN DIRECTORSHIPS

(i) Resignation of Independent Non-executive Directors

The board of directors (the “Board”) of the Company (together with its subsidiaries, the “Group”) announces that, with effect from 12 June 2020, Mr. Ding Xun (“Mr. Ding”) resigned from his position as an independent non-executive director of the Company (“Independent Non-executive Director”), the chairman and a member of each of the nomination committee of the Company (the “Nomination Committee”) and the remuneration and appraisal committee of the Company (the “Remuneration and Appraisal Committee”), and a member of the audit committee of the Company (the “Audit Committee”). Mr. Nip Yun Wing (“Mr. Nip”) also resigned from his position as an Independent Non-executive Director, the chairman and a member of the Audit Committee and a member of the Nomination Committee.

Mr. Ding considered that it is the appropriate time to step down as a member of the Board after having served as the Independent Non-executive Director for more than 18 years. Mr. Ding has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Taking into account the Company having found suitable replacement candidate, Mr. Nip also considered it is the appropriate time to step down as a member of the Board after having served as the Independent Non-executive Director for 16 years. Mr. Nip has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to extend its heartfelt gratitude to both Mr. Ding and Mr. Nip, the Group benefited tremendously from their valuable opinion and guidance on the business development of the Group during their respective tenure.

(ii) Appointment of Independent Non-executive Directors

The Board announces that, with effect from 12 June 2020, Mr. Pan Chao Jin (“Mr. Pan”) and Mr. Chan King Chung (“Mr. Chan”) have been appointed as Independent Non-executive Directors.

The biographical details of Mr. Pan and Mr. Chan are as follows:

Mr. Pan Chao Jin

Mr. Pan, aged 55, holds a Master’s degree in industrial economics from Nanjing University and is currently the president of China-USA Benchmark Group, Ltd. (中美嘉倫國際諮詢(北京)有限公司), a special researcher at the Enterprise Restructuring Institute of the Renmin University of China, a visiting professor at the China Business Executives Academy, Dalian and a consultant of Beijing Dacheng Law Offices, LLP (北京大成律師事務所) (“Beijing Dacheng”). He was awarded “Outstanding Individual for Development of Leading Management and Consultation Industry (引領管理諮詢行業發展傑出貢獻人物)” in 2013. Mr. Pan was the director of investment of Shanghai Fosun Industry Investment Co., Ltd. (上海復星產業投資有限公司) and the head of the State-owned Enterprise Restructuring Department (國有企業改制部) of Beijing Dacheng. Mr. Pan participated in the planning and implementation of the first general offer of listed company in China, supervised and participated in, among other projects, the restructuring of various major provincial and municipal state-owned enterprises, organized and participated in the business consolidation, merger and acquisition, strategic consultation and management improvement of various enterprises, and participated in the researches on, among other subjects, state-owned enterprises in transition and overseas enterprise restructuring by the State-owned Assets Supervision and Administration Commission of the State Council. With extensive involvement in the management and restructuring of state-owned enterprises, Mr. Pan has extensive experience in corporate governance, group management, strategic transformation and capital operation.

Mr. Chan King Chung

Mr. Chan, aged 57, holds a Bachelor's degree in Business Administration from the Chinese University of Hong Kong, a Bachelor's degree of Arts in Accountancy from City University of Hong Kong, a Master of Accountancy degree from Charles Sturt University in Australia and a degree of Master of Business Administration from Murdoch University in Australia. Mr. Chan is also a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Chartered Secretaries. Mr. Chan was an independent non-executive director of LEAP Holdings Group Limited (now known as OKG Technology Holdings Limited) (listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")) (Stock Code: 1499), and acted as company secretary, financial controller and/or qualified accountant of several listed companies in Hong Kong. Mr. Chan is currently a member of the Professional Advisers Committee (專業顧問委員會) and the chairman of Independent Financial Advice and Audit Consultation Committee (獨立財務顧問與審計諮詢委員會) of the Belt and Road and Guangdong-Hong Kong-Macao Greater Bay Area Development & Research Center (「一帶一路」暨「粵港澳大灣區」發展研究中心) of Jiangxi University of Finance and Economics. He is currently an independent non-executive director of Coolpad Group Limited (listed on the Stock Exchange) (Stock Code: 2369). Mr. Chan has nearly 30 years of experience in corporate governance, management and financial controlling.

Each of Mr. Pan and Mr. Chan has entered into a service contract with the Company for a term of three years commencing on 12 June 2020 respectively and is subject to retirement by rotation but is eligible for re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company. Each of Mr. Pan and Mr. Chan is entitled to receiving an annual director's fee of HK\$350,000, which is determined by reference to the estimated time to be spent by each of them on the Company's matters.

Save as disclosed above and as at the date of this announcement, each of Mr. Pan and Mr. Chan:

- (i) does not hold and has not held any directorships in other listed public companies in the last three years;
- (ii) does not have any relationship with any Directors, senior management, substantial shareholders and/or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules")) of the Company; and
- (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Pan and Mr. Chan as Independent Non-Executive Directors which is discloseable nor are Mr. Pan and Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter in relation to their appointment which needs to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Mr. Pan and Mr. Chan to the Board.

(2) CHANGE OF COMPOSITION OF SPECIALIZED COMMITTEES OF THE BOARD

The Board announces that, in light of the above change of composition of the Board, with effect from 12 June 2020, (i) Mr. Pan has been appointed as the chairman and a member of each of the Nomination Committee and the Remuneration and Appraisal Committee, and a member of the Audit Committee; and (ii) Mr. Chan has been appointed as the chairman and a member of the Audit Committee and a member of the Nomination Committee.

By Order of the Board
Shenzhen International Holdings Limited
Tam Mei Mei
Company Secretary

Hong Kong, 12 June 2020

Since the abovementioned change in directorships and as at the date of this announcement, the board of directors of the Company consists of Messrs. Li Hai Tao, Zhong Shan Qun, Liu Jun and Hu Wei as executive directors, Mr. Liu Xiao Dong as non-executive director and Professor Cheng Tai Chiu, Edwin, Mr. Pan Chao Jin and Mr. Chan King Chung as independent non-executive directors.