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Shenzhen International Holdings Limited

深圳國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00152)

PROPOSED AMENDMENTS TO THE BYE-LAWS

This announcement is made by Shenzhen International Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) proposes that certain amendments be made to the existing Bye-laws of the Company to, among other things, (i) bring the Bye-laws in alignment with the Listing Rules, in particular the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules, (ii) modernize the Bye-laws, and (iii) reflect certain updates in relation to the applicable laws of Bermuda and the Listing Rules. Accordingly, the Board proposes to adopt a new set of Bye-laws of the Company (the “**New Bye-laws**”) incorporating the proposed amendments in substitution for, and to the exclusion of, the existing Bye-laws.

Major areas of the proposed amendments are summarised as follows:

- (a) to provide that resolutions of the general meeting shall be decided by way of a poll save that the chairman of the meeting may allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;
- (b) to provide that an annual general meeting must be held in each financial year within 6 months after the end of the financial year;
- (c) to provide that all shareholders shall have the right to speak and vote at a general meeting except as required by the Listing Rules to abstain from voting;
- (d) to provide that shareholders holding not less than one-tenth of the paid up capital of the Company shall have the right, by written requisition, to require a special general meeting to be called by the Board, and shall have the right to add resolution to the meeting agenda of such special general meeting;
- (e) to provide that the remuneration of auditors of the Company shall be fixed by the shareholders in general meeting of the Company by ordinary resolution or in such manner as the shareholders may determine;

- (f) to provide that the auditors of the Company can be removed by the shareholders in general meeting of the Company by extraordinary resolution passed by a two-thirds majority vote;
- (g) to provide that two persons appointed by the clearing house as proxies shall form a quorum for all purposes;
- (h) to provide that proxies appointed by the clearing house must enjoy rights equivalent to the rights of other registered shareholders at the meeting of the Company, including the right to speak and vote; and
- (i) to provide that all general meetings may be held in such manner either as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting held by both physical attendance and virtual attendance by means of electronic facilities, or as an electronic meeting.

In addition, the Company also made some housekeeping amendments and updated certain provisions of the Bye-laws with reference to the applicable laws of Bermuda and the Listing Rules.

The proposed adoption of the New Bye-laws is subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 16 May 2023 (the “**Annual General Meeting**”). A circular containing, among other things, the full text of the proposed New Bye-laws (marked-up against the Existing Bye-laws) (the “**Circular**”) together with a notice convening the Annual General Meeting will be despatched to the Shareholders in due course.

By Order of the Board
Shenzhen International Holdings Limited
Liu Wangxin
Joint Company Secretary

28 March 2023

As at the date of this announcement, the Board consists of Messrs. Li Haitao, Liu Zhengyu, Wang Peihang and Dr. Dai Jingming as executive Directors, Dr. Zhou Zhiwei as non-executive Director and Mr. Pan Chaojin, Dr. Zeng Zhi and Dr. Wang Guowen as independent non-executive Directors.