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SHENZHOU INTERNATIONAL GROUP HOLDINGS LIMITED

(申 洲 國 際 集 團 控 股 有 限 公 司 *)

(Incorporated in the Cayman Islands with Limited Liability)

(Stock Code: 2313)

HK\$3,900,000,000 0.50% Convertible Bonds due 2019

(Stock code: 5762)

NOTICE OF ADJUSTMENT TO CONVERSION PRICE OF THE BONDS

The payment of the 2015 Final Dividend as recommended by the Board was approved by the Shareholders at the 2015 AGM. The adjustment to the Conversion Price of the Bonds from HK\$38.00 per Share to HK\$37.50 per Share shall take effect from 11 June 2016, being the date immediately after the record date for the 2015 Final Dividend.

Reference is made to the announcement issued by the Company on 21 March 2016 in connection with the adjustment to the Conversion Price (the “**Announcement**”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcement.

* *for identification purposes only*

The payment of the 2015 Final Dividend as recommended by the Board was approved by the Shareholders at the 2015 AGM. Accordingly, the adjustment to the Conversion Price of the Bonds from HK\$38.00 per Share to HK\$37.50 per Share shall, in accordance with the terms and conditions of the Bonds, take effect from 11 June 2016, being the date immediately after the record date for the 2015 Final Dividend.

By order of the Board
Shenzhou International Group Holdings Limited
Ma Jianrong
Chairman

Ningbo, PRC, 26 May 2016

As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Ma Jianrong, Mr. Huang Guanlin, Mr. Ma Renhe, Ms. Zheng Miaohui, Mr. Wang Cunbo and Ms. Chen Zhifen; and four independent non-executive Directors, namely Mr. Chen Genxiang, Mr. Chen Xu, Mr. Jiang Xianpin and Mr. Qiu Weiguo.