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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)**

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;**  
**(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board of directors (the “**Board**”) of Shenzhou International Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) announces that:

- Mr. Chen Xu (“**Mr. Chen**”) and Mr. Qiu Weiguo (“**Mr. Qiu**”) have tendered their resignations as independent non-executive Directors with effect from 1 March 2021. Upon their resignations as independent non-executive Directors, Mr. Chen will cease to be the chairman of the Remuneration Committee and a member of the Audit Committee, and Mr. Qiu shall cease to be a member of each of the Audit Committee and the Nomination Committee.
- Ms. Liu Chunhong (“**Ms. Liu**”) has been appointed as an independent non-executive Director of the Company and a member of each of the Audit Committee and the Remuneration Committee with effect from 1 March 2021.
- Mr. Liu Xinggao (“**Mr. Liu**”) has been appointed as an independent non-executive Director of the Company and a member of each of the Audit Committee and the Nomination Committee with effect from 1 March 2021.
- Mr. Zhang Bingsheng (“**Mr. Zhang**”) has been appointed as the chairman of the Remuneration Committee with effect from 1 March 2021.

\* for identification purposes only

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board hereby announces that Mr. Chen and Mr. Qiu have tendered their resignations as independent non-executive Director due to planned retirement, with effect from 1 March 2021.

Each of Mr. Chen and Mr. Qiu has confirmed that (i) he has no claims against the Company in respect of his/her resignation; (ii) he has no disagreement with the Board; and (iii) there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Company would like to express its gratitude to Mr. Chen and Mr. Qiu for their valuable contribution during their tenure of service and offer its best wishes to each of them.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

### **(1) Appointment of Ms. Liu Chunhong**

The Board is pleased to announce that Ms. Liu has been appointed as an independent non-executive Director with effect from 1 March 2021.

Ms. Liu, aged 51, graduated from Donghua University, formerly known as China Textile University, with a bachelor of mechanical engineering in textile machinery in 1991 and a master's degree in 1997 in mechanical engineering. In 2000, Ms. Liu obtained a doctorate degree in business management from Shanghai Jiao Tong University. Ms. Liu is currently a professor of business and management and doctoral supervisor at Donghua University.

She joined Donghua University as the deputy head of the Master of Business Administration Education Centre in March 1997, where she was responsible for the start-up, planning and operation of the entire programme. Ms. Liu was the director of the department of finance of Donghua University from April 2002 to March 2003, the dean of the International Culture Exchange School from April 2003 to December 2009, and the assistant to the president since September 2007, during which she also served as the dean of the School of Adult Continuing Educational and Online Education and the dean of the Raffles Academy of Continuing Education. From December 2009 to April 2019, she was the vice president of Donghua University, during which she also served as the

dean of College of Fashion and Art Design and the dean of the Shanghai International College of Fashion and Innovation, and was the vice-chairwoman of the Shanghai Donghua University Education Development Foundation and the executive president of the Donghua University Alumni Association. From July 2019 to December 2020, Ms. Liu was also the chairwoman of Shanghai Shanghu Digital Technology Limited (上海尚乎數碼科技有限公司). Currently, Ms. Liu is the chief researcher of the Shanghai International College of Fashion and Innovation, Donghua University, as well as the chairwoman of the Shanghai Fashion Accessories Society, the vice-chairwoman of the Shanghai Association for Science & Technology of Changning District, and a director of Shanghai Anoky Group Co., Ltd., a company listed on ChiNext of the Shenzhen Stock Exchange (stock code: 300067).

## **(2) Appointment of Mr. Liu Xinggao**

The Board is pleased to announce that Mr. Liu has been appointed as an independent non-executive Director of the Company with effect from 1 March 2021.

Mr. Liu, aged 52, obtained a bachelor's degree in engineering from Tianjin University in 1991, a master's degree in engineering from Zhejiang University in 1997, and a doctorate degree in engineering from the college of Control Science and Engineering of Zhejiang University in 2000. He is currently a professor and doctoral supervisor at the College of Control Science and Engineering of Zhejiang University.

Mr. Liu was a post-doctoral fellow at the Department of Control Science and Engineering of Tsinghua University from 2000 to 2002 and a visiting scholar at Department of Process and Control of Newcastle University in the United Kingdom in 2001. Mr. Liu is currently a member of the Institute of Electrical and Electronics Engineers and the Institution of Engineering and Technology. Mr. Liu was an awardee of the Zhejiang Natural Science Fund for Distinguished Young Scholars in 2010 and obtained the Grade A engineering management honour (the highest honour) granted by Sinopec Assets Management Co., Ltd. in 2017. Mr. Liu was awarded the First Prize for the State Scientific and Technological Progress Award in 2014, the Outstanding Award of Science and Technology Progress by the Chinese Association of Automation in 2019, and the Second Prize for the State Scientific and Technological Progress Award in 2020. He returned to work at the College of Control Science and Engineering of Zhejiang University as an introduced talent in 2002, where he has worked since.

Save as disclosed above, Ms. Liu and Mr. Liu have not previously held and are not holding any other position now with the Company or any of the members of the Group. Save as disclosed above, Ms. Liu and Mr. Liu do not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

As far as the Directors of the Company are aware and save as disclosed above, Ms. Liu and Mr. Liu do not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company, nor do they have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of Ms. Liu and Mr. Liu has entered into a service agreement with the Company for a term of 3 years commencing on 1 March 2021, renewable automatically for successive terms of 3 years (subject to the requirements of the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (including but not limited to retirement and rotation requirements thereunder), such that each of them shall hold the office until the date of next annual general meeting (including that day) and are eligible for re-election thereat) unless terminated by the parties pursuant to the service agreement. Each of Ms. Liu and Mr. Liu will be entitled to an annual emolument of RMB96,000 and receive an additional allowance equivalent to RMB/HK\$10,000 for their attendance at each Board meeting, which has been determined by the Remuneration Committee and the Board with reference to the emolument of other independent non-executive Directors, their responsibilities and the prevailing market practice. Neither Ms. Liu nor Mr. Liu has received any remuneration from the Company or other members of the Group.

Save as disclosed herein, there is no other information relating to Ms. Liu or Mr. Liu that needs to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that needs to be brought to the attention of the shareholders of the Company.

The Company would like to take this opportunity to welcome Ms. Liu and Mr. Liu to join the Board.

## CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the change of independent non-executive Directors, the Board is also pleased to announce the following changes to the Board committees of the Company with effect from 1 March 2021:

- (i) Mr. Chen has resigned as the chairman of the Remuneration Committee and a member of the Audit Committee;
- (ii) Mr. Qiu has resigned as a member of each of the Audit Committee and the Nomination Committee;
- (iii) Ms. Liu has been appointed as a member of each of the Remuneration Committee and the Audit Committee;
- (iv) Mr. Liu has been appointed as a member of each of the Audit Committee and the Nomination Committee;
- (v) Mr. Zhang, an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee, has been appointed as the chairman of the Remuneration Committee.

By order of the Board

**Shenzhou International Group Holdings Limited**

**Ma Jianrong**

*Chairman*

Hong Kong, 26 February 2021

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