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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 AND ADOPTION OF THE NEW 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 (the “**Board**”) of directors (the “**Directors**”) of the Company proposes that certain amendments be made to the existing bye-laws of the Company (the “**Bye-Laws**”). Two sets of proposed amendments are proposed. The first set of amendments is proposed to bring the Bye-Laws in line with the Core Shareholder Protection Standards (the “**Core Standards**”) under Appendix 3 of the Listing Rules (the “**Amendments relating to the Core Standards**”). The second set of amendments is proposed to modernise the Bye-Laws and bring them in line with all applicable laws and regulations including Bermuda laws (the “**Other Amendments**”).

Subject to the special resolutions for the Amendments relating to the Core Standards and/or the Other Amendments being approved by the shareholders of the Company (the “**Shareholders**”), the Board also proposes to adopt a new set of Bye-Laws incorporating the Amendments relating to the Core Standards and/or the Other Amendments (the “**New Bye-Laws**”) in substitution for and to the exclusion of the existing Bye-Laws.

Amendments relating to the Core Standards

The Company is required by the Listing Rules to make the Amendments relating to the Core Standards. The major areas of these amendments are summarized as follows:

- (a) to provide that an annual general meeting must be held within 6 months after the end of each financial year;
- (b) 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;

- (c) to provide that the 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;
- (d) 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;
- (e) 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; and
- (f) 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.

Other Amendments

The major areas of the Other Amendments are:

- (a) 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;
- (b) 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;
- (c) to provide that two persons appointed by the clearing house as proxies shall form a quorum for all purposes;
- (d) to allow the date, time and/or place of general meetings be changed or postponed by the Directors without approval from the Shareholders where it is inappropriate, impracticable, unreasonable or undesirable to hold the general meeting on the date, time and/or place specified in the notice for the general meeting;
- (e) to update the exceptions to the general position that a Director may not vote on a resolution and shall not be counted in the quorum when the Director or any of his or her close associates has or have a material interest, and the provisions relating to service of notices;
- (f) to expressly allow the fixing of record dates for determining the Shareholders who are entitled to receive any dividend, distribution, allotment, or issue, or to receive notice of and to vote at any general meeting of the Company; and
- (g) to make other housekeeping amendments in line with the proposed amendments, to better align with the wordings and reflect certain updates in the applicable laws of Bermuda and Hong Kong (including the Listing Rules).

Each of the Amendments relating to the Core Standards, the Other Amendments, and the proposed adoption of the New Bye-Laws is subject to the approval of the Shareholders by way of a special resolution at a forthcoming special general meeting of the Company to be held on 29 December 2023 (the “**SGM**”). A circular containing, among other things, the full text of the proposed New Bye-Laws (marked-up against the existing Bye-Laws) together with a notice convening the SGM will be despatched to the Shareholders in due course.

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

5 December 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.