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- (1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**(2) CHANGES IN COMPOSITION OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE, NOMINATION COMMITTEE, RISK COMMITTEE, AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE;**  
**AND**  
**(3) COMPLIANCE WITH REQUIREMENT UNDER LISTING RULES 3.10(1), 3.10A AND 3.21**

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

References are made to the notice and the circular of Shenwan Hongyuan (H.K.) Limited (the “**Company**”) dated 7 June 2024, together with the announcement dated 28 June 2024 in relation to the poll results of the extraordinary general meeting (the “**EGM**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the announcements and the circular.

The board of directors (the “**Board**”) of the Company, and together with its subsidiaries, (the “**Group**”) hereby announces that the appointment of Mr. Liu Chijin (“**Mr. Liu**”) as the Independent Non-executive Directors has been approved at the EGM with effect from 28 June 2024.

Mr. Liu, aged 62, is the Chairman of Pan Pacific Group, member of China Life Strategic Advisory Committee, and an independent non-executive director, the member of audit committee and nomination committee of Fourth Paradigm Technology Company (whose H shares are listed on the Stock Exchange, stock code: 6682); Formerly served as an independent director of Xiamen International Trust and an independent supervisor of China National Building Materials Corporation. Mr. Liu has also been appointed as a visiting professor of the International Finance Doctoral Program at Tsinghua Wudaokou School of Finance, as well as a special lecturer at China (Dalian) Senior Management College and the State owned Assets Supervision and Administration Commission’s Education Center. Mr. Liu graduated from Xiamen University with a Bachelor’s degree in Semiconductor Physics, and also holds a Master’s degree in Physics from the University of Memphis and an MBA from Harvard Business School.

Save as disclosed above, Mr. Liu did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years, and as at the date of this announcement, he did not hold any other position with the Company or its subsidiaries and did not have any relationship with

any other Director, senior management, controlling shareholder or substantial shareholder of the Company.

As at the date of this announcement, Mr. Liu does not have interests in the Shares within the meaning of Part XV of the SFO. Mr. Liu was appointed as an independent non-executive Director of the Company for a term commencing from 28 June 2024 until the next following annual general meeting of the Company after his appointment and shall then be eligible for the re-election; and thereafter subject to retirement by rotation and re-election in accordance with the Articles of Association, applicable laws and other regulatory requirements. Mr. Liu will be entitled to a director's fee of HK\$180,000 per annum which is determined by the Board with reference to the remuneration benchmark in the industry and the current market conditions.

In relation to the appointment of Mr. Liu as a Director, there is no other information to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Liu for joining the Board.

#### **CHANGES IN COMPOSITION OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE, NOMINATION COMMITTEE, RISK COMMITTEE, AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE**

The Board further announces that Mr. Liu was appointed as a member of the Audit Committee, Remuneration Committee, Nomination Committee, Risk Committee, and Environmental, Social and Governance Committee of the Company on 28 June 2024.

#### **COMPLIANCE WITH REQUIREMENT UNDER LISTING RULES 3.10(1), 3.10A AND 3.21**

Following the appointment of Mr. Liu as independent non-executive director and a member of the Audit Committee, the Company has fully complied with the requirement of at least three independent non-executive directors as set out in Rule 3.10(1), the appointment of independent non-executive directors must be representing at least one-third of the board as set out in Rule 3.10A, and an audit committee comprising non-executive directors only with the minimum of three members as set out in Rule 3.21 of the Listing Rules.

By order of the Board  
**Shenwan Hongyuan (H.K.) Limited**  
**Liang Jun**  
*Executive Director & Chief Executive Officer*

Hong Kong, 28 June 2024

*As at the date of this announcement, the Board comprises nine Directors, of which Ms. Wu Meng, Mr. Tan Weijun, Mr. Liang Jun and Mr. Hu Jing are the Executive Directors; Mr. Zhang Lei and Mr. Ren Xiaotao are the Non-Executive Directors; Mr. Ng Wing Hang Patrick, Mr. Kwok Lam Kwong Larry and Mr. Liu Chijin are the Independent Non-Executive Directors.*