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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) RESIGNATION OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR;  
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND EXECUTIVE DIRECTOR; AND  
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Shenzhou International Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) announces that Mr. Jiang Xianpin (“**Mr. Jiang**”) has tendered his resignation as an independent non-executive Director with effect from 1 April 2024.

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

The Board of the Company announces that with effect from 1 April 2024:

1. Mr. Hu Jijun (“**Mr. Hu**”) has been appointed as an executive Director of the Company.
2. Ms. Wang Feirong (“**Ms. Wang**”) has been appointed as an independent non-executive Director of the Company.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board of the Company announces that:

1. following the resignation of Mr. Jiang as an independent non-executive Director, he will cease to be the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee of the Company with effect from 1 April 2024; and
2. Ms. Wang has been appointed as chairperson of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee of the Company with effect from 1 April 2024.

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

The Board hereby announces that Mr. Jiang has tendered his resignation as an independent non-executive Director with effect from 1 April 2024 due to devoting more time to research and teaching at university.

Mr. Jiang has confirmed that (i) he has no claims against the Company in respect of his resignation; (ii) he has no disagreement with the Board; and (iii) there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Company would like to express its gratitude to Mr. Jiang for his contribution during his tenure of office.

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

### **1. Appointment of Mr. Hu Jijun**

The Board is pleased to announce that Mr. Hu has been appointed as an executive Director with effect from 1 April 2024.

Mr. Hu, aged 54, graduated from Ningbo University of Technology, formerly known as Ningbo College with a certificate of completion of enterprise management major course in 1989. In 2015, Mr. Hu obtained the Zhejiang Province Senior Economist Professional Certificate. Mr. Hu is currently General Manager of the Group's Cambodian Production Base.

Mr. Hu joined the Group in 1989 as a Deputy Manager of the Group's Production and Operations Department, where he played a key role in managing the day-to-day operations. Mr. Hu was the assistant to the General Manager of the Group from 1999 to 2005. Mr. Hu served as the Vice General Manager of the Group from 2006 to 2012, where he managed sales-related work. Mr. Hu was appointed as the General Manager of the Group's own brands from 2013 to 2020.

As at the date of this announcement, Mr. Hu holds approximately 3.40% interest in Fairco Group Limited, a company incorporated in the British Virgin Islands with limited liability, which in turn holds 74,196,250 shares representing approximately 4.94% interest in the Company.

Mr. Hu has entered into a service contract with the Company for a term of 3 years commencing on 1 April 2024, renewable for successive terms of 3 years (subject to the requirements of the articles of association of the Company and the Listing Rules (including but not limited to retirement and rotation requirements thereunder), such that he shall hold the office only 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. Mr. Hu will be entitled to an annual emolument after taxation of approximately RMB2,150,000, and relevant tax will be paid by the Company, which has been determined by the Remuneration Committee and the Board with reference to the emolument of other executive directors, responsibilities and the prevailing market practice.

## **2. Appointment of Ms. Wang Feirong**

The Board is pleased to announce that Ms. Wang has been appointed as an independent non-executive Director of the Company with effect from 1 April 2024.

Ms. Wang, aged 49, obtained a bachelor's degree in industrial management engineering from Wuhan University of Technology, formerly known as Wuhan Industrial University in 1997, a master's degree in technical economics and management from Zhejiang University of Technology in 2000, and a doctorate degree in management science and engineering from Zhejiang University in 2009. She currently serves as a professor at the College of Management of Zhejiang University of Technology. She is also a director of the Department of Business Administration, Innovation, Entrepreneurship and Investment Management, Party's committee member and a supervisor of master students in the same university. She is also a member of the Chinese Institute of Certified Public Accountants, an executive director of the Zhejiang Women's Research Association\* (浙江省婦女研究會), and a director of the Zhejiang Researching Association for small and medium enterprises.

Ms. Wang was a visiting scholar at California State University, Los Angeles in 2011. Throughout the years of her research work in the field of innovation and entrepreneurship of small and medium enterprises, Ms. Wang has spearheaded over ten research projects, including those funded by the National Social Science Fund of China, the Ministry of Education of China, the Zhejiang Provincial Natural Science Foundation, the Science Technology Department of Zhejiang Province and the Zhejiang Provincial Philosophy and Social Science Fund\* (浙江省哲學社會科學基金). Her research work focuses on small and medium enterprises, innovation and entrepreneurship. Additionally, Ms. Wang has contributed significantly to the field through undertaking more than ten consulting projects for governmental departments and enterprises, made five publications and published over 60 research papers.

Ms. Wang has been widely recognized for her research contributions. She has been awarded the second and third prizes for scientific research achievements in higher education institutions by the Department of Education of Zhejiang Province. Ms. Wang's courses have also been distinguished as first-class courses and exemplary courses. Ms. Wang has been recognized as one of the Top Ten Young Teachers in the Youth Teachers Teaching Skills Competition (青年教師教學技能比賽) and ranked first in Micro-Course Teaching Competition (微課教學比賽) organized by Zhejiang University of Technology. Ms. Wang's commitment to education and her outstanding performance have earned her honorary titles such as the Excellent Teacher on multiple occasions.

Ms. Wang has confirmed (i) her independence factors as regards each of the factors referred to in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect the her independence at the time of her appointment.

Ms. Wang has entered into a service agreement with the Company for a term of 3 years commencing on 1 April 2024, renewable automatically for successive terms of 3 years (subject to the requirements of the articles of association of the Company and the Listing Rules (including but not limited to retirement and rotation requirements thereunder), such that she shall hold the office only 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. Ms. Wang will be entitled to an annual emolument of RMB96,000 and receive an additional allowance equivalent to RMB/HK\$10,000 for her 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, responsibilities and the prevailing market practice. Ms. Wang has not received any remuneration from the Company or other members of the Group.

Save as disclosed above, Mr. Hu and Ms. Wang 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, Mr. Hu and Ms. Wang do not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications.

As far as the Directors are aware and save as disclosed above, Mr. Hu and Ms. Wang 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).

Save as disclosed herein, there is no other information relating to Mr. Hu or Ms. Wang 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 Mr. Hu and Ms. Wang to join the Board.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the resignation of Mr. Jiang as independent non-executive Directors, he will cease to be the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee with effect from 1 April 2024 and Ms. Wang has been appointed as chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee with effect from 1 April 2024.

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

Hong Kong, 26 March 2024

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Ma Jianrong (Chairman), Mr. Huang Guanlin, Mr. Ma Renhe and Mr. Wang Cunbo; and four independent non-executive Directors, namely Mr. Jiang Xianpin, Mr. Zhang Bingsheng, Ms. Liu Chunhong and Mr. Liu Xinggao.*

\* *For identification purposes only.*