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SHENYIN WANGUO (H.K.) LIMITED

申銀萬國(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code : 218)

**CHANGE OF CHIEF EXECUTIVE OFFICER
AND
RESIGNATION OF DIRECTOR**

The Board announces that with effect from 9 March 2012 (i) Mr. Lee Man Chun Tony resigned as Chief Executive Officer of the Company but remained as Executive Director of the Company; (ii) Mr. Guo Chun, an Executive Director of the Company, was appointed as Chief Executive Officer of the Company; and (iii) Mr. Ying Niankang resigned as Executive Director of the Company.

RESIGNATION OF CHIEF EXECUTIVE OFFICER

As Mr. Lee Man Chun Tony is approaching the retirement age, in pursuit of smooth management succession, the Board (the "Board") of Shen Yin Wanguo (H.K.) Limited (the "Company") announces that Mr. Lee Man Chun Tony resigned as Chief Executive Officer of the Company but remained as Executive Director of the Company with effect from 9 March 2012. Mr. Lee confirmed that he had no disagreement with the Board and that there were no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Lee for his valuable contribution towards the Company during his tenure of service as Chief Executive Officer of the Company.

APPOINTMENT OF CHIEF EXECUTIVE OFFICER

The Board announces that Mr. Guo Chun, an Executive Director, was appointed as Chief Executive Officer of the Company with effect from 9 March 2012.

Mr. Guo Chun, aged 47, was appointed as an Executive Director of the Company in May 2000 and as the Managing Director of the International Business Division of Shenyin & Wanguo Securities Co., Ltd. in May 2008. Mr. Guo began his career with the Industrial and Commercial Bank of China, Shanghai Branch in 1983. Other than the banking business, he has been working in the securities industry of the People's Republic of China (the "PRC") since 1987. He has 24 years' extensive experience in stockbroking and investment banking in the PRC. In 1990, he joined the former Shanghai Shenyin Securities Co., Ltd. and served as a regional superintendent in Shanghai. He was appointed as the Deputy Managing Director of Shenyin Wanguo (H.K.) Holdings Limited on secondment to Hong Kong in early 1997 after the merger of Shanghai Shenyin Securities Co., Ltd. and Shanghai International Securities Co., Ltd. He holds a Master's Degree in Business Administration from Murdoch University, Perth, Australia.

Save as disclosed above, Mr. Guo did not hold any other directorship in listed public company in the last three years.

Mr. Guo also holds directorships in certain wholly owned subsidiaries of the Company. Save as disclosed above, he does not have any relationship with any other director, senior management, controlling shareholder or substantial shareholder of the Company.

Mr. Guo does not have interests in the shares of the Company within the meaning of Part XV of the SFO. In addition, there is no service contract between the Company and Mr. Guo. The employment contract between Mr. Guo and the Company (the "Contract") is in the drafting process. Thus, the amount of emolument, the length of service and other details will be announced upon the confirmation of the Contract. The Company will determine the emoluments based on the overall performance of the Company, individual performance and contribution, the prevailing economic situation and market practice or other relevant factors.

Saved as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company, and there is no information to be disclosed pursuant to the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection to the appointment of Mr. Guo.

RESIGNATION OF DIRECTOR

The Board of the Company announces that Mr. Ying Niankang resigned as Executive Director of the Company with effect from 9 March 2012 due to retirement. Mr. Ying confirmed that he had no disagreement with the Board and that there were no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Ying for his valuable contribution towards the Company during his tenure of service.

By order of the Board
Wong Che Keung Leslie
Company Secretary

Hong Kong, 9 March 2012

As at the date of this announcement, the Board comprises 9 directors, of which Mr. Chu Xiaoming, Mr. Lu Wenqing, Mr. Guo Chun and Mr. Lee Man Chun Tony are the executive directors, Mr. Chang Pen Tsao and Mr. Huang Gang are the non-executive directors, Mr. Ng Wing Hang Patrick, Mr. Kwok Lam Kwong Larry and Mr. Zhuo Fumin are the independent non-executive directors.