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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 NON-EXECUTIVE DIRECTOR**

The Board announces that on 18 February 2013 :

- (i) Mr. Huang Gang resigned as Non-executive Director of the Company; and
- (ii) Mr. Zhang Lei was appointed as Non-executive Director of the Company.

**RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The Board (the “Board”) of Shenyin Wanguo (H.K.) Limited (the “Company”) announces that Mr. Huang Gang resigned as Non-executive Director of the Company on 18 February 2013 as he requires more time to pursue his other business engagements. Mr. Huang has 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. Huang for his valuable contribution towards the Company during his tenure of service.

**APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Zhang Lei was appointed as Non-executive Director of the Company on 18 February 2013.

Mr. Zhang Lei, aged 44, graduated from Shanghai Jiaotong University as doctor of philosophy of Financial Management Engineering in 1997. Mr. Zhang has many years of experience in the securities industry. He has previously worked for Shenyin & Wanguo Securities Co., Ltd. as Deputy Manager of Client Asset Management Division and served as Member of the Board of Supervisor of Haitong Securities Company Limited from June 2007 to May 2011. Mr. Zhang joined Shanghai Industrial Investment (Holdings) Company Limited in July 2006, and currently serves as its Deputy General Manager of Finance & Planning Department. He also presently holds directorships in certain wholly owned subsidiaries of Shanghai Industrial Investment (Holdings) Company Limited.

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

Mr. Zhang is a director of Shenyin Wanguo Holdings (B.V.I.) Limited, a controlling and substantial shareholder 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. Zhang does not have interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. His appointment as Non-executive Director of the Company commences from 18 February 2013 to the conclusion of the annual general meeting of the Company to be held in 2016, provided that he is eligible for re-election and re-elected by the shareholders of the Company in the annual general meeting of the Company to be held in 2013 and subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. The remuneration of Mr. Zhang is determined by the Board with reference to the Company's performance and profitability, remuneration benchmark in the industry and the prevailing market conditions.

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 Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection to the appointment of Mr. Zhang.

The Board would like to extend its warmest welcome to Mr. Zhang for joining the Board.

By order of the Board  
**Wong Che Keung Leslie**  
*Company Secretary*

Hong Kong, 18 February 2013

*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. Zhang Lei 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.*