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## **SHENWAN HONGYUAN (H.K.) LIMITED**

**申萬宏源(香港)有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 218)

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

The board of directors (the “**Board**”) of Shenwan Hongyuan (H.K.) Limited (the “**Company**”) hereby announces that Mr. Zhuo Fumin resigned as independent non-executive director and a member of the audit committee, the remuneration committee, the nomination committee and the risk committee of the Company on 4 September 2018 due to other business engagements which require more of his dedication.

Mr. Zhuo has confirmed that he had no disagreement with the Board and that there were no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company.

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

Following the resignation of Mr. Zhuo, the number of independent non-executive directors of the Company falls below the minimum number of three as required under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and falls below one-third of the Board, as required under Rule 3.10A of the Listing Rules. Furthermore, the audit committee members decreased from three to two, falling below the minimum number required under Rule 3.21 of the Listing Rules. In addition, the number of independent non-executive directors as member of the audit committee and risk committee of the Company decreased from three to two, falling below the minimum number required under the terms of reference of the audit committee and the risk committee.

In this regard, the Company will use its best endeavor to identify a suitable candidate to fill the vacancy as soon as practicable, with the relevant appointments to be made within three months from the effective date of Mr. Zhuo’s resignation as required under the Listing Rules. Further announcement(s) will be made by the Company in relation to such appointment(s) as and when appropriate.

By order of the Board  
**Shenwan Hongyuan (H.K.) Limited**  
**Wong Che Keung Leslie**  
*Company Secretary*

Hong Kong, 4 September 2018

*As at the date of this announcement, the Board comprises 7 directors, of which Mr. Zhu Minjie, Mr. Chen Xiaosheng, Mr. Guo Chun and Mr. Qiu Yizhou are the executive directors, Mr. Zhang Lei is the non-executive director, Mr. Ng Wing Hang Patrick and Mr. Kwok Lam Kwong Larry are the independent non-executive directors.*