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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 27 March 2025, together with the announcement dated 11 April 2025 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 Ms. Chiu Lai Kuen Susanna (“**Ms. Chiu**”) as the Independent Non-executive Directors has been approved at the EGM with effect from 11 April 2025.

Ms. Chiu Lai Kuen Susanna, aged 65, graduated from the University of Sheffield with First-Class Honours in Economics, and obtained an EMBA degree in business administration from The Chinese University of Hong Kong. She is a Hong Kong certified public accountant, a Chinese certified public accountant, a qualified Chartered Accountant from England and a Certified Information System Auditor. She is also a current member of the Chinese People’s Political Consultative Conference (CPPCC) of Shanghai, an expert on government accounting standards at the Ministry of Finance, a director of China Overseas Friendship Association, an executive member of the Guangdong Women’s Federation and former Council Treasurer of the Education University of Hong Kong. She currently serves as an executive director and the chief financial officer of Bonjour Holdings Limited (stock code: 653), and an independent non-executive director of China Oilfield Services Limited (stock code: 2883) and China Vocational Education Holdings Limited (stock code: 1756). She is also an independent non-executive director of Nanyang Commercial Bank Limited.

Ms. Chiu was an independent non-executive director of Songz Automobile Air Conditioning Co. Ltd. (上海加冷松芝汽車空調股份有限公司), which is listed on the Shenzhen Stock Exchange (stock code: 002454) from April 2020 to September 2023. She was an independent non-executive director of HuiJing Holdings Company Limited currently its shares are listed on the Main Board of the Stock Exchange (stock code: 9968) from 11 December 2019 to 6 July 2023. She was also an independent non-executive director of Kato (Hong Kong) Holdings Limited currently its shares are listed on the Main Board of the Stock Exchange (stock code: 2189) from 20 May 2019 to 8 August 2022. From 2006 to 2019, Ms. Chiu successively served as Senior Vice President, Eastern China Chief Representative and Consultant under the Fung Group, a company listed in Hong Kong. She also served as the Chief Operating Officer of DVN (Holdings) Limited (currently known as Frontier Services Group Limited, stock code: 0500), and senior project manager (Greater China) of Caltex Hong Kong Ltd.

Ms. Chiu served as the president of the Information Systems Audit and Control Association (China Hong Kong Chapter) from 2001 to 2006. She served as the president of the Hong Kong Institute of Certified Public Accountants in 2013, the first woman to do so in 40 years. Ms. Chiu is a dedicated public servant and has served on various committees of the Hong Kong Government for many years, including the Women's Commission, the Advisory Committee on Art Developments, the Equal Opportunities Commission, the Antiquities and Monuments Commission (古物古迹委員會), the Advisory Committee on Revitalization of Historic Buildings and the Energy Advisory Committee.

Ms. Chiu was awarded the Justice of Peace by the Hong Kong Special Administrative Region (the **"Hong Kong Government"**) in 2017 and the Justice of Peace NT in 2018. Ms. Chiu was also awarded the Medal of Honor by the Hong Kong Government in 2013. Ms. Chiu was also awarded the Medal of Honor by the Hong Kong Government in 2013. Further, Ms. Chiu was awarded the "Outstanding Women Business Leader Award" by the Hong Kong Commercial Daily in 2017, the "Outstanding Women Professionals Award" by the Hong Kong Women Professionals & Entrepreneurs Association in 2014 and the "Professor Robert Boucher Distinguished Alumni Award" by the University of Sheffield in 2014. Ms. Chiu was also awarded the "GBA Outstanding Women Entrepreneur Awards" in 2021.

Save as disclosed above, Ms. Chiu did not hold any other directorship in other Hong Kong or overseas listed public companies in the last three years, and as at the Latest Practicable Date, she 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, Ms. Chiu does not have interests in the Shares within the meaning of Part XV of the SFO. Ms. Chiu was appointed as an independent non-executive Director of the Company for a term commencing from 11 April 2025 until the next following annual general meeting of the Company after her 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. Ms. Chiu 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 Ms. Chiu 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 Ms. Chiu 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 Ms. Chiu was appointed as the chairman of the audit committee and the risk committee of the Board, and a member of the remuneration committee, the nomination committee and the environmental, social and governance committee of the Company on 11 April 2025.

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

Following the appointment of Ms. Chiu 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, 11 April 2025

As at the date of this announcement, the Board comprises eight Directors, of which Ms. Wu Meng, Mr. Tan Weijun, Mr. Liang Jun and Mr. Hu Jing are the Executive Directors; Mr. Zhang Lei is the Non-Executive Directors; Mr. Kwok Lam Kwong Larry, Mr. Liu Chijin and Ms. Chiu Lai Kuen Susanna are the Independent Non-Executive Directors.