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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)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of Shenzhou International Group Holdings Limited (the “**Company**”) would like propose certain amendments be made to the existing articles of association (the “**Articles of Association**”) of the Company (i) in view of the paperless listing regime promulgated by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and (ii) to bring the Articles of Association in line with overall requirements of Cayman laws and the Rules Governing the Listing of Securities on the Stock Exchange.

THE PROPOSED AMENDMENTS

Major proposed amendments to the Articles of Association (the “**Proposed Amendments**”) are set out as follows:

In relation to the paperless regime:

- (1) to mandate that the Company must disseminate corporate communications to its securities holders electronically to the extent permitted under applicable laws and regulations;

- (2) to remove the provisions on the arrangements that the Company must make to avail itself of the current consent mechanism for disseminating corporate communications electronically; and
- (3) to allow the Company to send actionable corporate communications to securities holders individually and in electronic form if functional electronic contact details have been provided to the Company;

Miscellaneous

- (4) to remove the requirement that any redemption of preference shares (when issued) be subject to such terms (including maximum price payable) as set out in any prior approval obtained at general meetings;
- (5) for meetings where any special rights attached to the shares or any class of shares are to be varied, every holder of shares of the class shall be entitled to one vote for every such share held by him;
- (6) to simplify the record date requirement for determination of dividend entitlement;
- (7) to allow imprint of the seal of the Company on share certificates;
- (8) to broaden the powers of the chairman of a general meeting in respect of maintaining orderly conduct of such meeting;
- (9) to align with the Listing Rules where the term “close associates” is used as regards voting at Board meetings by interested Directors and the advance of loans to Directors;
- (10) to allow capitalisation in terms of paying up any unissued shares to be allotted under employee share incentive schemes (if any); and
- (11) to remove requirements regarding shareholders’ acceptance of notice in the event of winding up of the Company in Hong Kong.

SHAREHOLDERS' APPROVAL

The Proposed Amendments are subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company. A circular containing, among other matters, details of the Proposed Amendments and a notice convening the annual general meeting will be despatched to the shareholders of the Company in due course.

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 four executive Directors are Mr. Ma Jianrong, Mr. Huang Guanlin, Mr. Ma Renhe and Mr. Wang Cunbo and the four independent non-executive Directors are Mr. Jiang Xianpin, Mr. Zhang Bingsheng, Mr. Liu Xinggao and Ms. Liu Chunhong.

* *For identification only*