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## SHANGHAI ZENDAI PROPERTY LIMITED

上海証大房地產有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 755)**

### **CHANGE OF NON-EXECUTIVE DIRECTOR, INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPOSITION OF BOARD COMMITTEES**

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

The board (the “**Board**”) of directors (the “**Directors**”) of Shanghai Zendai Property Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces that, Mr. Huang Jiawei has resigned as the non-executive Director of the Company due to his resignation from the Fosun Group with effect from 26 March 2024.

Mr. Huang Jiawei has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation as described above that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Huang Jiawei for his valuable contribution to the Company during his term of office.

#### **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The Board announces that, with effect from 26 March 2024, Mr. Guo Haomiao (“**Mr. Guo**”) has been appointed as the non-executive Director of the Company. The biographical detail of Mr. Guo is as follows:

##### **Mr. Guo**

Mr. Guo Haomiao, aged 32, was appointed as a non-executive Director on 26 March 2024. Mr. Guo graduated from Tongji University in 2017 with a master’s degree in Engineering.

Mr. Guo joined the Fosun Group in October 2019. He is currently the senior investment director of Greater China investment management department of Fosun Hive, and is responsible for the investment management of property-related business of Fosun Group. Prior to joining the Fosun Group, Mr. Guo served as the investment manager of CIFI Holdings (Group) Co. Ltd. (its shares are listed on the Stock Exchange, stock code: 0884.HK) from 2017 to 2019 and he engaged in investment works.

Mr. Guo has entered into a letter of appointment with the Company for a term of 2 years commencing from 26 March 2024, subject to termination in certain circumstances as stipulated in his letter of appointment. Mr. Guo is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company (the “**Bye-laws**”). The emolument of Mr. Guo payable by the Company for his services as the non-executive Director is nil, which is determined by mutual agreement between the Company and Mr. Guo upon recommendation by the remuneration committee of the Board.

Save as disclosed above, as at the date of this announcement, Mr. Guo (i) has not held any other position with the Company or other members of the Group; (ii) did not hold any directorships in other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any Directors, senior management or substantial Shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and 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 Mr. Guo to the Board.

#### **VACATION OF OFFICE OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

This announcement is made by Company pursuant to Rule 13.51 of the Listing Rules. Unless the context otherwise requires, capitalised terms shall have the same meaning given to those terms in the announcement of the Company dated 28 July 2022.

Mr. Chen has been absent from the meetings of the Board for more than six consecutive months since August 2022 and up to the date of this announcement, without special leave of absence from the Board and no alternate director has attended in his place. The Board has been unable to get into contact with Mr. Chen as well. Article 89(3) of the Bye-laws provides that *“the office of a Director shall be vacated if the Director ... without special leave of absence from the Board, is absent from meetings of the Board for six consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated ...”*

Based on the reason as set out above, the office of Mr. Chen as an independent non-executive Director of the Company has been vacated on 26 March 2024 by resolution of the Board (the “**Resolution**”) in accordance with the Bye-laws. Upon the passing of the Resolution, Mr. Chen has ceased to be a member and the chairman of the remuneration committee of the Board (“**Remuneration Committee**”), a member of the nomination committee of the Board (“**Nomination Committee**”) and a member of the audit committee of the Board with immediate effect.

During Mr. Chen's absence, his work had been covered by other independent non-executive Directors and his absence has had no impact on the Company's normal course of business. The Board meetings were also conducted smoothly during Mr. Chen's absence. Accordingly, the Company does not consider the mere fact that Mr. Chen being uncontactable would constitute an inside information of the Company pursuant to the inside information provisions (the "**Inside Information Provisions**" (as defined in the Listing Rules)) under Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong and Rule 13.09 of the Listing Rules.

Saved as disclosed above, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Board is not aware of any disagreement between Mr. Chen and the Board or any matters that need to be brought to the attention of the Shareholders and there is no other matters that need to be announced pursuant to the Inside Information Provisions. The Board also considers that the vacation of the office of Mr. Chen as an independent non-executive Director of the Company will not have any adverse effect on the operations of the Group.

Following the vacation of the office of Mr. Chen as an independent non-executive Director, the Board now comprises four executive Directors, three non-executive Directors and four independent non-executive Directors.

### **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces the following changes in composition of Board committees, effect from 26 March 2024:

- (1) Mr. Cao Hailiang has been appointed as the chairman of Remuneration Committee;
- (2) Dr. Lin Xinzhu has been appointed as a member of Remuneration Committee and a member of Nomination Committee.

By Order of the Board  
**Shanghai Zendai Property Limited**  
**Mr. Huang Yuhui**  
*Chairman*

Hong Kong, 26 March 2024

*As at the date of this announcement, the executive Directors are Mr. Huang Yuhui, Mr. Wang Letian, Ms. Li Zhen and Mr. Long Tianyu. The non-executive Directors are Ms. Wang Zheng, Mr. Zou Yang and Mr. Guo Haomiao. The independent non-executive Directors are Dr. Guan Huanfei, Mr. Cao Hailiang, Dr. Lin Xinzhu and Mr. Wang Yuzhou.*

*\* For identification purpose only*