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**YIHAI INTERNATIONAL HOLDING LTD.**

**頤海國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1579)**

- (1) RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR**  
**(2) CHANGE OF CHIEF EXECUTIVE OFFICER**  
**AND**  
**(3) CHANGE OF COMMITTEE MEMBER OF THE AUDIT COMMITTEE**

The Board announces that with effect from 9 December 2018:

- (1) Mr. Shi Yonghong, a non-executive Director and the Chairman of the Board, has been re-designated as an executive Director. He remains as the Chairman of the Board. He has also been appointed as the Chief Executive Officer of the Company, and resigned from being a member of the audit committee of the Board.
- (2) Ms. Dang Chunxiang, an executive Director, has been re-designated to Vice President of the Company from the post of Chief Executive Officer of the Company. She remains as an executive Director.
- (3) Mr. Qian Mingxing, an independent non-executive Director, has been appointed as a member of the audit committee of the Board.

## **RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of Yihai International Holding Ltd. (the “**Company**”) is pleased to announce that with effect from 9 December 2018, Mr. Shi Yonghong (“**Mr. Shi**”), a non-executive Director and the Chairman of the Board, has been re-designated as an executive Director in order to improve the efficiency of the operations of the Company. He remains as the Chairman of the Board. He has also been appointed as the Chief Executive Officer of the Company with effect from 9 December 2018. Please refer to Appendix for the biographical details of Mr. Shi.

Pursuant to Rule 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the terms of reference of the audit committee of the Company, the audit committee should comprise non-executive Directors only. Mr. Shi has therefore resigned from being a member of the audit committee with effect from 9 December 2018.

Given Mr. Shi serves as the Chairman of the Board and the Chief Executive Officer, this is at variance with code provision A.2.1 of Appendix 14 to the Listing Rules, which provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

In view of the ever-changing business environment in which the Company and its subsidiaries (collectively, the “**Group**”) operate, the Chairman and the Chief Executive Officer must be proficient in the Chinese condiment market and be sensitive to market changes in order to promote the businesses of the Group. The Board thus considers a segregation of the role of the Chairman and Chief Executive Officer may create unnecessary costs for the daily operations of the Group.

Besides, all major decisions have been made in consultation with members of the Board and appropriate committees, as well as the senior management team. The Board is therefore of the view that there are adequate balance of power and safeguards in place. Nevertheless, the Board will continue to regularly monitor and review the Company’s current structure and to make necessary changes at an appropriate time.

## **CHANGE OF CHIEF EXECUTIVE OFFICER**

The Board announces that with effect from 9 December 2018, Ms. Dang Chunxiang (“**Ms. Dang**”), an executive Director, has been re-designated to Vice President of the Company from the post of Chief Executive Officer due to internal adjustment of personnel responsibilities of the Group. Ms. Dang remains as an executive Director and will be focused on the human resources of the Company and businesses of the Company relating to, among others, procurement, food safety and strategic research and development. Please refer to Appendix for the biographical details of Ms. Dang.

Ms. Dang has confirmed that she does not have any disagreement with the Board and that there are no matters relating to her re-designation which need to be brought to the attention of the shareholders of the Company.

## **CHANGE OF COMMITTEE MEMBER OF THE AUDIT COMMITTEE**

The Board announces that with effect from 9 December 2018, Mr. Qian Mingxing has been appointed as a member of the audit committee.

By Order of the Board  
**Yihai International Holding Ltd.**  
**Shi Yonghong**  
*Chairman*

Beijing, the PRC, 10 December 2018

*As at the date of this announcement, the executive directors are Mr. Shi Yonghong, Ms. Dang Chunxiang, Mr. Sun Shengfeng and Ms. Shu Ping; the non-executive Directors are Mr. Zhang Yong and Mr. Pan Di; and the independent non-executive Directors are Mr. Yau Ka Chi, Mr. Qian Mingxing and Ms. Ye Shujun.*

## APPENDIX

### BIOGRAPHICAL DETAILS OF MR. SHI YONGHONG AND MS. DANG CHUNXIANG

#### Mr. Shi Yonghong

Mr. Shi Yonghong (施永宏), aged 49, was appointed as a non-executive Director on 7 March 2016 and was appointed as the Chairman on 14 November 2017. He was re-designated as an executive Director and appointed as the Chief Executive Officer on 9 December 2018. Mr. Shi is one of the founders of Haidilao International Holding Ltd. (a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), stock code: 6862) and its subsidiaries (collectively, the “**Haidilao Group**”) and has over 21 years of food industry and management experience within the Haidilao Group. He has been a Director since December 2015 and is primarily responsible for participating in making major decisions for the Company. Mr. Shi has held various positions at Sichuan Haidilao Catering Co., Ltd (四川海底撈餐飲股份有限公司)(“**Sichuan Haidilao**”) since April 1994. Mr. Shi was the vice general manager at Sichuan Haidilao between April 1994 and March 2001, before assuming the role of supervisor at Sichuan Haidilao between April 2001 and June 2009. Since July 2009, Mr. Shi has been a director at Sichuan Haidilao. Mr. Shi was appointed as a director of Haidilao International Holding Ltd. (a company listed on the Stock Exchange, stock code: 6862) on 14 July 2015 and was subsequently re-designated as an executive director on 2 May 2018. Mr. Shi also serves as a director of associates of the Company’s controlling shareholders, namely, Mr. Zhang Yong, Ms. Shu Ping and ZYSP YIHAI Ltd. Mr. Shi completed his study in mechanics at Sichuan Kongfen Group Technical School (四川空分技工學校) in June 1988.

Mr. Shi’s appointment as a non-executive director commenced from 7 March 2016 to 9 December 2018, and his appointment as an executive director commenced from 9 December 2018 to 6 March 2019, subject to the retirement and rotation provisions set out in the articles of association of the Company. The service agreement can be terminated by not less than one month’s notice in writing served by either Mr. Shi or the Company.

As at the date of this announcement, Mr. Shi's interest in the shares of the Company (the "Shares") within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") (Chapter 571 of the Laws of Hong Kong) are set out below:

Capacity/Nature of interest	Number of Shares	Approximate percentage of shareholding in the total issued share capital (%)
Founder of a discretionary trust, interest of controlled corporation and interest of spouse (Note 1)	177,243,492 (Long position)	16.93%
Beneficiary of a trust (Note 2)	200,000 (Long position)	0.02%

*Note 1: Mr. Shi Yonghong and Ms. Li Haiyan, as the settlors and protectors, established for their own benefit the SL Trust, which indirectly holds the entire share capital of SYH YIHAI Ltd and LHY YIHAI Ltd, which in turn holds a total of 177,243,492 Shares. For the purpose of the SFO, Mr. Shi Yonghong and Ms. Li Haiyan are deemed to be interested in the Shares in which SYH YIHAI Ltd and LHY YIHAI Ltd are interested.*

*Mr. Shi Yonghong is the spouse of Ms. Li Haiyan and is deemed to be interested in the same number of Shares in which Ms. Li Haiyan is interested for the purpose of the SFO. Ms. Li Haiyan is the spouse of Mr. Shi Yonghong and is deemed to be interested in the same number of Shares in which Mr. Shi Yonghong is interested for the purpose of the SFO.*

*Note 2: 200,000 restricted share units were granted to Mr. Shi Yonghong pursuant to the restricted share unit scheme on 9 December 2018.*

### **Ms. Dang Chunxiang**

Ms. Dang Chunxiang (黨春香), aged 46, was appointed as an executive Director, the Chief Executive Officer and general manager of the Company on 7 March 2016. She has been a Director since December 2015 and is primarily responsible for the human resources of the Company and businesses of the Company relating to, among others, procurement, food safety and strategic research and development. Ms. Dang has been re-designated to Vice President from the post of Chief Executive Officer on 9 December 2018. Ms. Dang has been the general manager of Yihai (Shanghai) Food Co., Ltd. (頤海(上海)食品有限公司) ("Yihai Shanghai"), an indirect wholly-owned subsidiary of the Company, since December 2015. Prior to this, Ms. Dang worked as a sales manager of Kebao Boloni Home Furnishing Co. Ltd. (科寶博洛尼家居有限公司) from August 1998 to April 2002. From May 2002 to September 2008, she joined Beijing Yuanzhou Decoration Co., Ltd. (北京元洲裝飾有限公司) as a manager of the

kitchen cabinet department and was later promoted to director of the home furnishing management department. Ms. Dang was the vice general manager of Huawei Leren (Beijing) Trading Co., Ltd. (華威樂仁(北京)貿易有限公司), a company engaging in construction materials trading from January 2009 to November 2010. Ms. Dang then joined Sichuan Haidilao and served as the head of the operations department from January 2011 to December 2014. Ms. Dang served as the head of the operations department and a standing deputy general manager of Yihai Shanghai from December 2014 to January 2015 and from January 2015 to December 2015, respectively. Ms. Dang completed her graduate study in business administration at Renmin University of China (中國人民大學) in May 2010, and completed EMBA professional programme at Guanghua School of Management in July 2017.

Ms. Dang's appointment would continue for a term of three years commencing from 7 March 2016, subject to the retirement and rotation provisions set out in the articles of association of the Company. The service agreement can be terminated by not less than one month's notice in writing served by either Ms. Dang or the Company.

As at the date of this announcement, Ms. Dang's interest in the Shares within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong) are set out below:

<b>Capacity/Nature of interest</b>	<b>Number of Shares</b>	<b>Approximate percentage of shareholding in the total issued share capital (%)</b>
Beneficiary of a trust (Note)	1,160,000 (Long position)	0.11%

*Note: 1,010,000 restricted share units and 150,000 restricted share units were granted to Ms. Dang Chunxiang pursuant to the restricted share unit scheme on 28 December 2016 and 9 December 2018, respectively.*

## **DIRECTOR'S REMUNERATION**

The total amount of the Directors' remuneration to be received by Mr. Shi and Ms. Dang will be set out in the financial statements of the Company's annual reports. The Directors' remuneration is determined by the remuneration committee of the Company having regard to the Company's and the Director's performance.

## **DIRECTORS' INTEREST**

Save as disclosed in this announcement, to the best knowledge of the Company, each of Mr. Shi and Ms. Dang (i) does not hold other positions in the Company or other members of the Group; (ii) does not hold any directorship in other 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 other Director, senior management, substantial shareholder or controlling shareholder of the Company; (iv) does not have any interest in the securities within the meaning of Part XV of the SFO; and (v) has no information to disclose pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and there are no other matters that need to be brought to the attention of the shareholders of the Company.