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中国奇点国峰控股有限公司

China Qidian Guofeng Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1280)

(1) APPOINTMENT OF NON-EXECUTIVE DIRECTOR; AND (2) REMOVAL OF NON-EXECUTIVE DIRECTOR

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Qidian Guofeng Holdings Limited (the “**Company**”) is pleased to announce that Mr. Gu Changchao (“**Mr. Gu**”) has been appointed as a non-executive Director of the Company with effect from 21 January 2024.

The biographical details of Mr. Gu are set out as follows:

Mr. Gu, aged 49, is currently the secretary-general of Global Leadership Program at Tsinghua University.

Mr. Gu has over 15 years of teaching, consulting, and management experience in the fields of operations and global supply chain management, strategic innovation and business transformation, green development, and international cooperation. He has been appointed as a distinguished expert in leadership and operations management at the New York Finance Institute since July 2022. He served as a system engineer at Motorola Solutions (China) Co. Ltd (摩托羅拉(中國)有限公司) from 1996 to 1998 and the marketing director of Dell Computer (China) Co. Ltd. (戴爾計算機(中國)有限公司) from 1998 to 2001. From 2005 to 2006, he served as the director of strategic alliance at Amazon China (亞馬遜(中國)有限公司). Mr. Gu has also served as vice dean of HR Committee at China’s Academy of Management since October 2010.

From September 2014 to August 2015, Mr. Gu served as a Senior Visiting Scholar at the Kennedy School of Government, Harvard University. He is also a board member of the Tsinghua University Alumni Association in Germany.

Mr. Gu obtained an MBA degree in operations management from Tsinghua University School of Economics and Management in July 2004.

Mr. Gu has entered into a letter of appointment with the Company as a non-executive Director, for a term of three years commencing from 21 January 2024 and the appointment can be terminated by either party by giving not less than three months' prior notice in writing to the other / and he shall hold office until the next general meeting of the Company and be eligible for re-election as a non-executive Director by the shareholders of the Company (the “**Shareholders**”) in the same meeting in accordance with the articles of associations of the Company (the “**Articles of Association**”). As a Director, Mr. Gu is subject to retirement by rotation and his office can be vacated in accordance with the Articles of Association. Mr. Gu, in his capacity as a non-executive Director, is entitled to a director's fee of HK\$100,000 per annum pursuant to the letter of appointment.

As at the date of this announcement, save as disclosed above, Mr. Gu confirms that he (i) has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any other major appointments and professional qualifications; (iii) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meaning ascribed to it under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)); and (iv) is not interested in any shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, the Board is not aware of any further information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to Mr. Gu's appointment as a non-executive Director.

The Board takes this opportunity to extend a warm welcome to Mr. Gu for joining the Board.

REMOVAL OF NON-EXECUTIVE DIRECTOR

The Board resolved on 21 January 2024 to remove Ms. Xu Honghong (“**Ms. Xu**”) as the non-executive Director of the Company. The Board considered that Ms. Xu’s removal as the non-executive Director would not have any significant adverse effect on the operations of the Company and its subsidiaries and was of the view that the removal of Ms. Xu was in the interests of the Company and the Shareholders as a whole taking into account that (i) the management style and philosophy of Ms. Xu is substantially different from that of the other members of the Board; and (ii) during her term as a non-executive Director, Ms. Xu repeatedly failed to observe her obligation to diligently review the pertinent documents preceding the Board meetings citing the inconvenience of accessing her emails as an excuse, which resulted in meetings of the Board unnecessarily postponed and delayed.

Article 16.18(f) of the Articles of Association provides that a Director shall be removed from office by notice in writing served upon the Director signed by not less than three-fourths in number (or if that is not a round number, the nearest lower round number) of the Directors (including Ms. Xu herself) then in office. Whilst there were seven Directors in office, the minimum number of Directors which may sign the notice to effect removal is five under article 16.18 (f) of the Articles of Association. The written notice duly signed by six Directors for removal of Ms. Xu has been served on Ms. Xu on 21 January 2024 pursuant to the Articles of Association. The removal of Ms. Xu from her directorship shall take immediate effect according to such notice.

The Board has confirmed that apart from the foregoing, it is not aware of any matter in relation to the removal of Ms. Xu from her directorship that needs to be brought to the attention of the Shareholders.

By order of the Board
China Qidian Guofeng Holdings Limited
Yuan Li
Chairman

Shenzhen, PRC 21 January 2024

As at the date hereof, the executive Directors of the Company are Mr. Yuan Li, Mr. Xu Xinying and Mr. Zhuang Liangbao; the non-executive Director of the Company Mr. Gu Changchao; and the independent non-executive Directors of the Company are Mr. Zhang Yihua, Mr. Chen Rui and Mr. Fung Tak Choi.