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Zhong Jia Guo Xin Holdings Company Limited

中加國信控股股份有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

APPOINTMENT OF EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 23 February 2024, Ms. Ouyang Yanling has been appointed as an executive Director and Mr. Chen Dong Yao has been appointed as a non-executive Director.

The board (the “**Board**”) of directors (the “**Directors**”) of Zhong Jia Guo Xin Holdings Company Limited (the “**Company**”, together with its subsidiaries as, the “**Group**”) is pleased to announce that with effect from 23 February 2024, Ms. Ouyang Yanling (“**Ms. Ouyang**”) has been appointed as an executive Director and Mr. Chen Dong Yao (“**Mr. Chen**”) has been appointed as a non-executive Director.

The biographical details of Ms. Ouyang and Mr. Chen are set out below:

APPOINTMENT OF EXECUTIVE DIRECTOR

Ms. Ouyang Yanling

Ms. Ouyang Yanling (歐陽艷玲), aged 40, has more than 10 years of experience in graphite mining industry management since 2013.

Ms. Ouyang was an investment consultant at Hunan Wanhe Graphite Technology Co., Ltd.* (湖南萬合石墨科技有限公司) from 2013 to 2018. Ms. Ouyang then served as a supervisor at Hunan Zhongjia Graphite Co., Ltd.* (湖南中加石墨股份有限公司) from around October 2018 to November 2021. Since 16 September 2020, she has been a director of Sino Plus Graphite Holdings Co., Ltd (中加石墨控股股份有限公司). From 26 June 2023 onwards, she has been a director of Zhongjiaxincai Holdings Co., Ltd (中加新材控股股份有限公司). Furthermore, since 15 June 2023, she has been a director of Yongming Investment Holdings Limited (永名投資控股有限公司), which is an indirect non-wholly owned subsidiary of the Company; and since 8 June 2023, she has been a director of Yonyin Investment Holdings Limited (永亦投資控股有限公司), which is an indirect wholly owned subsidiary of the Company.

Ms. Ouyang is mainly responsible for advising on the aforesaid companies' business development matters. Her responsibilities include overseeing the business operations and development of the aforesaid companies, mergers and acquisitions of mining companies, project consulting, production, operation and investment plans, and other related work.

Ms. Ouyang completed a 5-year college degree from Yueyang Vocational and Technical College (岳陽職業技術學院) in June 2004 and obtained a college degree.

Pursuant to the letter of appointment with the Company, Ms. Ouyang's appointment commences on 23 February 2024 for a term of 3 years, subject to retirement by rotation and re-election according to the bye-laws of the Company. She is entitled to a monthly remuneration of HK\$5,000 for being the executive Director. The remuneration was determined by the Board and the remuneration committee of the Company with reference to the prevailing market conditions, qualification, duties and responsibilities of Ms. Ouyang.

Save as disclosed above, as at the date of this announcement, Ms. Ouyang does not (i) hold any other position with the Company or its subsidiaries; (ii) hold 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; and (iii) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")).

* For identification purpose only

Ms. Ouyang does not have any interest in the shares or underlying shares 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, there is no other information relating to Ms. Ouyang's appointment which 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 of the Company.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Mr. Chen Dong Yao

Mr. Chen Dong Yao (陳東堯), aged 36, has more than 9 years of experience in graphite mining industry management since 2014.

Mr. Chen has been a deputy general manager of Hunan Wanhe Graphite Technology Co., Ltd.* (湖南萬合石墨科技有限公司) since 2014 and has been a director of Sino Plus Graphite Holdings Co., Ltd (中加石墨控股股份有限公司) from 22 November 2021. He was mainly responsible for advising business development matters.

Since 2014, Mr. Chen has been participating in the management of the aforesaid companies. He is primarily responsible for formulating the development objectives and corporate direction. He has also participated in the planning, project management, investment analysis, risk assessment, and feasibility analysis for various mergers, acquisitions, and restructuring projects of mining companies or relevant companies.

Mr. Chen graduated with a degree of Bachelor of Arts from York University in Canada in 2011.

As at the date of this announcement, Mr. Chen is interested in 30% of the issued shares in Creation Financial Group Limited (創世金融集團有限公司), which holds 26.9% of the issued shares in Yongming Investment Holdings Limited (永名投資控股有限公司), an indirect non-wholly owned subsidiary of the Group.

* *For identification purpose only*

Pursuant to the letter of appointment with the Company, Mr. Chen's appointment commences on 23 February 2024 for a term of 3 years, subject to retirement by rotation and re-election according to the bye-laws of the Company. He is entitled to a monthly remuneration of HK\$5,000 for being a non-executive Director. The remuneration was determined by the Board and the remuneration committee of the Company with reference to the prevailing market conditions, qualification, duties and responsibilities of Mr. Chen.

Save as disclosed above, as at the date of this announcement, Mr. Chen does not (i) hold any other position with the Company or its subsidiaries; (ii) hold 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; and (iii) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Mr. Chen does not have any interest in the shares or underlying shares 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, there is no other information relating to Mr. Chen's appointment which 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 of the Company.

The Board would like to express its warmest welcome to Ms. Ouyang and Mr. Chen on their new appointments.

FAILURE TO MEETING THE REQUIREMENTS UNDER RULE 3.10A OF THE LISTING RULES

Due to the appointments of Ms. Ouyang and Mr. Chen to facilitate the business development of the Group, the Company fails to meet the requirements of Rule 3.10A of the Listing Rules, which require that the independent non-executive directors must represent at least one-third of the board. The Company will endeavour to make adjustment to the composition of the Board in order to fulfil the requirements of the Listing Rules as soon as practicable and in any event within the period prescribed under Rule 3.11 of the Listing Rules. Further announcement will be made by the Company as and when appropriate.

By Order of the Board
**Zhong Jia Guo Xin Holdings
Company Limited**
Li Yuguo
Chairman

Hong Kong, 23 February 2024

As at the date of this announcement, the Board consists of four executive directors, Mr. Li Yuguo, Mr. Liu Yan Chee James, Mr. Li Xiaoming and Ms. Ouyang Yanling; three non-executive directors, Mr. Yang Xiaoqiang, Mr. Huang Yilin and Mr. Chen Dong Yao; and three independent non-executive directors, Mr. Ba Junyu, Mr. Zhu Xueyi and Mr. Wong Chung Man.