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GUSHENGTANG HOLDINGS LIMITED

固生堂控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 2273)

**CHANGE OF JOINT COMPANY SECRETARY, PROCESS AGENT
AND AUTHORIZED REPRESENTATIVE**

AND

**WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

**RESIGNATION OF JOINT COMPANY SECRETARY, PROCESS AGENT
AND AUTHORIZED REPRESENTATIVE**

The board of directors (the “**Board**”) of GUSHENGTANG HOLDINGS LIMITED (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) announces that the Company has engaged SWCS Corporate Services Group (Hong Kong) Limited (“**SWCS**”) to provide corporate secretarial services support to the Company and SWCS has nominated Ms. Ho Yin Kwan (“**Ms. Ho**”) to assume the offices of (i) the joint company secretary of the Company (the “**Joint Company Secretary**”), (ii) the process agent in Hong Kong for the purpose of accepting service of process in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and accepting services of process and notices on the Company’s behalf in Hong Kong under Rule 19.05(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (collectively, the “**Process Agent**”), and (iii) an authorized representative of the Company for the purpose of Rule 3.05 of the Listing Rules (the “**Authorized Representative**”) since July 5, 2022.

The Board hereby announces that Ms. Ho has tendered her resignation as (i) the Joint Company Secretary, (ii) the Process Agent and (iii) the Authorized Representative with effect from June 26, 2024.

Ms. Ho has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

APPOINTMENT OF JOINT COMPANY SECRETARY, PROCESS AGENT AND AUTHORIZED REPRESENTATIVE

Following the resignation of Ms. Ho, the Board is pleased to announce that Mr. Cheung Kai Cheong Willie (“**Mr. Cheung**”) has been appointed as (i) the Joint Company Secretary, (ii) the Process Agent and (iii) the Authorized Representative with effect from June 26, 2024. Mr. Yu Peng (“**Mr. Yu**”) will remain as the other Joint Company Secretary.

The biographies of Mr. Yu and Mr. Cheung are set out as follows:

Mr. Yu Peng, aged 35, was appointed as one of the Joint Company Secretaries on August 21, 2023. Mr. Yu joined the Group in August 2021 and has successively served as deputy legal director and legal director since then. Mr. Yu is mainly responsible for legal compliance, affairs of the Board and corporate governance of the Group. Prior to joining the Group, Mr. Yu served as an associate at Grandall Law Firm (Guangzhou) (國浩律師(廣州)事務所) from June 2015 to October 2019 and an associate at King & Wood Mallesons (Guangzhou) (北京市金杜(廣州)律師事務所) from November 2019 to July 2021. Mr. Yu has received systematic law undergraduate and postgraduate education since September 2008 and obtained his master’s degree in law in June 2015 from Xiamen University (廈門大學). Mr. Yu passed the National Judicial Examination (國家司法考試) in the PRC and obtained his legal professional qualification in September 2012.

Mr. Cheung Kai Cheong Willie is a senior manager of SWCS and is mainly responsible for assisting listed companies in professional company secretarial work. Prior to joining SWCS, he served as the company secretary and finance controller of certain companies whose shares are listed on the Stock Exchange. He has more than 20 years of professional experiences in company secretarial, accounting and finance matters. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. He obtained a Bachelor Degree of Arts (Honors) in Accounting and Finance at the University of Glamorgan in the United Kingdom.

CONTINUING WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Reference is made to the appointment of Mr. Yu as one of the Joint Company Secretaries and the waiver (the “**Existing Waiver**”) granted to the Company by the Stock Exchange from strict compliance with Rules 3.28 and 8.17 of the Listing Rules in relation to the eligibility of Mr. Yu to act as a Joint Company Secretary for a three-year period from the date of appointment of Mr. Yu as the Joint Company Secretary (i.e. August 21, 2023) to August 20, 2026 (the “**Waiver Period**”), on the conditions that (i) Mr. Yu must be assisted by Ms. Ho, who possesses the qualification or experience as required under Rules 3.28 and 8.17 of the Listing Rules throughout the Waiver Period; and (ii) the Existing Waiver can be revoked if there are material breaches of the Listing Rules by the Company. The Existing Waiver will be revoked immediately when Ms. Ho, during the Waiver Period, ceases to provide assistance to Mr. Yu.

Given the condition of the Existing Waiver could no longer be fulfilled following the resignation of Ms. Ho, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted a new waiver (the “**New Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period from the date of the appointment of Mr. Cheung as a Joint Company Secretary (i.e. June 26, 2024) to August 20, 2026 (i.e. the remaining period of the Existing Waiver) (the “**New Waiver Period**”) in relation to the eligibility of Mr. Yu to act as a Joint Company Secretary on the conditions that (i) Mr. Yu must be assisted by Mr. Cheung during the New Waiver Period and (ii) the New Waiver could be revoked if there are material breaches of the Listing Rules by the Company. The Company should announce the reasons, details and conditions of the New Waiver, and the qualification and experience of Mr. Yu and Mr. Cheung.

Before the end of the New Waiver Period, the Company should demonstrate and seek confirmation from the Stock Exchange that Mr. Yu, having had the benefit of the assistance from Mr. Cheung during the New Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to express its gratitude to Ms. Ho for her valuable contribution to the Company during her tenure of service and extend a warm welcome to Mr. Cheung on his new appointment.

By order of the Board
GUSHENGTANG HOLDINGS LIMITED
固生堂控股有限公司
TU Zhiliang
Chairman of the Board

Hong Kong, June 26, 2024

As at the date of this announcement, the Board comprises Mr. TU Zhiliang as Chairman and executive director, Mr. HUANG Jingsheng, Mr. LIU Kanghua and Mr. GAO Jian as non-executive directors, Ms. JIN Xu, Mr. LI Tie and Mr. WU Taibing as independent non-executive directors.