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新明中国控股

XINMING CHINA

Xinming China Holdings Limited

新明中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2699)

**(1) APPOINTMENT OF EXECUTIVE DIRECTORS AND
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND**

(2) CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

**I. APPOINTMENT OF EXECUTIVE DIRECTORS AND INDEPENDENT
NON-EXECUTIVE DIRECTORS AND CHANGE IN THE COMPOSITION OF
BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Xinming China Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that:

1. Mr. Zhou Fenli (周奮力) (“**Mr. Zhou**”) and Mr. Cao Zhiqiang (曹志強) (“**Mr. Cao**”) have been appointed as executive Directors; and
2. Ms. Lee Yin Man (李彥雯) (“**Ms. Lee**”) and Ms. Huang Chunlian (黃春蓮) (“**Ms. Huang**”) have been appointed as independent non-executive Directors,

all of which are with effect from even date of this announcement.

The Board also wishes to announce that each of Ms. Lee and Ms. Huang has been appointed as a member of the audit committee, remuneration committee and nomination committee of the Company with effect from even date of this announcement.

The biographical details of Mr. Zhou, Mr. Cao, Ms. Lee and Ms. Huang are set out below pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”):

Mr. Zhou

Mr. Zhou, aged 55, served as the senior management of various companies in China since 2006 and has accumulated over 18 years of experience in finance and corporate management.

Mr. Zhou is currently the general manager and executive director of Shenzhen Qianhai Zhongmao Commercial Factoring Co., Ltd.* (深圳市前海中茂商業保理有限公司), Asia Pacific Kunpeng Financial Leasing (Shenzhen) Co., Ltd.* (亞太鯤鵬融資租賃(深圳)有限公司) and Zhunxing International Holdings (Shenzhen) Co., Ltd.* (准興國際控股(深圳)有限公司) which provide financial services in China. Mr. Zhou also currently serves as the independent non-executive director of Millennium Pacific Group Holdings Limited, a company whose shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 8147).

Mr. Cao

Mr. Cao, aged 39, has 15 years of experience in financial audit, bank compliance risk control and government credit financing. Mr. Cao has served as senior management positions in various Chinese enterprises, including RSM China Accounting Firm (Special General Partnership) and China Everbright Bank Co., Ltd. Hefei Branch.

Mr. Cao obtained a Bachelor’s Degree in Accounting from Anhui University of Finance and Economics (安徽財經大學) in China in July 2008.

Ms. Lee

Ms. Lee, aged 41, has 15 years of experience in human resources management, administration, company secretarial services and corporate communications of various companies listed on the Stock Exchange.

From August 2016 to January 2018, Ms. Lee served as the human resources director of China Innovation Investment Limited (stock code: 1217). From February 2018 to December 2019, Ms. Lee served as the administration and human resources manager of Hope Life International Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1683). From January 2020 to March 2023, Ms. Lee served as the administration and human resources director of Greater Bay Convergence Services Limited.

Ms. Lee holds a Bachelor of Arts Degree from the City University of Hong Kong and a Master Degree in Human Resources Management from Hong Kong Baptist University.

Ms. Huang

Ms. Huang, aged 29, has over 7 years of experience in finance and corporate management. Ms. Huang has served as the financial director of Shenzhen Guangyi Xiangtong Trading Company Limited.* (深圳市廣翊翔通貿易有限公司) since 2020.

Ms. Huang obtained a Bachelor's Degree in Accounting from South China Normal University (華南師範大學) in China in 2020.

Pursuant to the letters of appointment entered into between Mr. Zhou, Mr. Cao, Ms. Lee, Ms. Huang, and the Company, their term of office is one year commencing from even date of this announcement, which may be terminated by either party by giving the other party at least three months written notice or otherwise in accordance with the terms of the letters of appointment. According to the articles of association of the Company, Mr. Zhou, Mr. Cao, Ms. Lee and Ms. Huang shall retire from office by rotation and be eligible for re-election at the next general meeting of the Company. According to the terms of appointment, Mr. Zhou, Mr. Cao, Ms. Lee and Ms. Huang are not entitled to any remuneration in their capacity as a Director, but are entitled to the reimbursement of all reasonable expenses properly incurred in the performance of their duties in connection with the business of the Company.

Save as disclosed above, Mr. Zhou, Mr. Cao, Ms. Lee and Ms. Huang (i) do not have, and are not deemed to have, any interests or short positions in any shares, underlying shares or debenture of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) do not hold any other positions with the Company or any other members of the Group, or any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) do not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Each of Ms. Lee and Ms. Huang has confirmed their independence as regards the factors in Rule 3.13 of the Listing Rules. Save as disclosed above, there is no other matter in relation to the appointment of Mr. Zhou, Mr. Cao, Ms. Lee and Ms. Huang that needs to be brought to the attention of the shareholders of the Company and there is no other information relating to them which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

II. CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended from 9:00 a.m. on 3 April 2023 and will remain suspended until further notice.

By order of the Board
Xinming China Holdings Limited
Chen Chengshou
Chairman and Chief Executive Officer

Hong Kong, 9 August 2024

As at the date of this announcement, the executive Directors are Mr. Chen Chengshou, Mr. Feng Cizhao, Mr. Cao Zhiqiang and Mr. Zhou Fenli; the non-executive Directors are Ms. Gao Qiaoqin, Mr. Choi Clifford Wai Hong and Mr. Zhou Zhencun; and the independent non-executive Directors are Mr. Khor Khie Liem Alex, Mr. Chiu Kung Chak, Mr. Lau Wai Leung, Alfred, Ms. Huang Chunlian and Ms. Lee Yin Man.

* *For identification purpose only*