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RUICHANG INTERNATIONAL HOLDINGS LIMITED

瑞昌國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1334)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-COMPLIANCE WITH RELEVANT LISTING RULES

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of RUICHANG INTERNATIONAL HOLDINGS LIMITED (the “**Company**”) announces that Mr. ZHANG Shengjie (“**Mr. Zhang**”) has tendered his resignation as an independent non-executive Director of the Company (“**INED**”) with effect from 5 September 2024 due to personal reasons including his desire to devote more time to his other personal and business endeavours. Upon his resignation, Mr. Zhang ceased to be a member of each of the audit committee, remuneration committee and nomination committee of the Board. Mr. Zhang has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhang for his valuable contributions to the Board during his tenure of services.

NON-COMPLIANCE WITH REQUIREMENTS UNDER RULES 3.10(1), 3.10A, 3.21 AND 3.27A OF THE LISTING RULES

Following the resignation of Mr. Zhang, the Company is not in compliance with (i) Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), which stipulates that every board of directors of listed issuer must include at least three independent non-executive directors; (ii) Rule 3.10A which stipulates that an issuer must appoint INED representing at least one-third of the Board; (iii) Rule 3.21 of the Listing Rules which stipulates that a listed issuer must establish an audit committee comprising a minimum of three members; (iv) Rule 3.27A of the Listing Rules which stipulates that a listed issuer must establish a nomination committee with a majority of INEDs.

In order to comply with the Listing Rules, the Company will make its best endeavour to identify suitable candidate to fill the casual vacancy on the Board for the position of INED as soon as possible within three months from the effective date of resignation of Mr. Zhang pursuant to Rule 3.11 and 3.23 of the Listing Rules. Further announcement will be made by the Company as and when appropriate.

By order of the Board
RUICHANG INTERNATIONAL HOLDINGS LIMITED
Mr. LU Bo
*Chairman of the Board, chief executive officer
and executive Director*

Hong Kong, 5 September 2024

As at the date of this announcement, the Board comprises Mr. LU Bo, Ms. LU Xiaojing, Ms. BAI Wei, Mr. SHAO Song and Ms. WU Rui as executive directors; and Mr. TU Shenwei and Mr. BAU Siu Fung as independent non-executive directors.