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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)**

### **CHANGE OF THE DIRECTORS AND CHANGES IN COMPOSITION OF BOARD COMMITTEES**

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:

1. Ms. Wen Junyi (“**Ms Wen**”) resigned as the executive Director with effect from 26 March 2025;
2. Mr. Chan Wai Fung (“**Mr. Chan**”), the existing chief executive officer, has been appointed as an executive Director and a member of the Nomination Committee with effect from 26 March 2025; and
3. Dr. Liang Jinxiang (“**Dr. Liang**”) will be appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee with effect from 2 April 2025.

### **CHANGE OF THE DIRECTORS**

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:

1. Ms. Wen Junyi resigned as the executive director with effect from 26 March 2025;

2. Mr. Chan Wai Fung, the existing chief executive officer, has been appointed as an executive director and a member of the Nomination Committee with effect from 26 March 2025; and
3. Dr. Liang Jinxiang will be appointed as an independent non-executive director, the chairman of the Audit Committee and a member of the Remuneration Committee with effect from 2 April 2025.

Ms. Wen Junyi (溫鈞貽) resigned as the executive Director with effect from 26 March 2025 due to other business pursuit.

Ms. Wen has confirmed that she has no disagreement with the Board and there is no other matter relating to her resignation that needs to be brought to the attention of the holders of securities 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 appreciation to Ms. Wen for her valuable contributions to the Company during her tenure in office.

The biographical details of the above-mentioned newly appointed Directors are set out below:

### **Executive Director**

Mr. Chan Wai Fung (陳偉峰) has been appointed as an executive Director with effect from 25 March 2025.

Mr. Chan, aged 39, has extensive experience in the areas of business management, financial market, corporate governance and corporate finance. Mr. Chan was the responsible officer in Silverbricks Securities Company Limited (“**Silverbricks**”), a licensed corporation registered under SFO to carry out Type 1 (dealing in securities), Type 2 (dealing in futures), Type 6 (advising on corporate finance) regulated activities, from February 2022 to March 2025, and he was a vice president of the Silverbricks from July 2020 to January 2022. Mr. Chan was a co-founder and director of Draco Capital Limited from October 2018 to June 2020. Mr. Chan held various positions in Haitong International Securities Group Limited starting from November 2010 as an assistant business manager until April 2012, worked as an officer in CEO office from April 2012 to July 2014, became assistant manager in the investment and product team from August 2014 to July 2017, and was a vice president from July 2017 to October 2018. Mr. Chan joined the Chief Securities Group Limited from May 2008 to August 2010 as dealing officer.

Mr. Chan received his Bachelor of Social Science degree in Economics from the Chinese University of Hong Kong in 2007 and his Master of Business Administration from the Shanghai University of Finance and Economics in 2016. Mr. Chan has also been awarded the qualification of a certified Financial Risk Manager (FRM) in 2010, Chartered Financial Analyst (CFA) in 2012 and Chartered Surveyor (MRICS) in 2023. Mr. Chan is a fellow member of Chartered Institute of Management Accountants (CIMA), a Chartered Global Management Accountant (CGMA) and a member of CPA Australia.

Mr. Chan has been a non-executive director of 1957 & Co. (Hospitality) Limited (stock code 8495), a company listed on GEM of The Stock Exchange of Hong Kong Limited, since August 2022.

Pursuant to the letter of appointment with the Company, Mr. Chan's appointment has commenced on 26 March 2025 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\$10,000 for being an 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. Chan.

### **Independent non-executive Director**

Dr. Liang Jinxiang (梁金祥) will be appointed as an independent non-executive Director with effect from 2 April 2025.

Dr. Liang, aged 41, has extensive experience in the areas of the financial and capital markets, with over 15 years of experience in investment and mergers and acquisitions, corporate risk control, and financial audit management. Dr. Liang has led multiple large-scale mergers and acquisitions and capital operation projects, with a systematic foundation in both practical operations and theoretical research in financial and tax compliance management. Dr. Liang's research focuses on financial and tax compliance, behavioral economics, and enterprise risk management.

Dr. Liang currently serves as an adjunct professor at several universities, including Yunnan University of Finance and Economics (雲南財經大學). In recent years, Dr. Liang has also presided over or participated in multiple National Natural Science Foundation projects.

Dr. Liang serves as a president of the Shenzhen Alumni Association of Yunnan University of Finance and Economics and Chairman of its Fund Investment Committee since 2022 and as an executive dean at the Shenzhen Yun Cai Management Science Research Institute (深圳市雲財管理科學研究院) since 2019. Dr. Liang served as a chief risk officer and a member of the investment committee at several investment groups in China, overseeing corporate financial internal control and audit from 2009 to 2019.

Dr. Liang received his Master of Business Administration from Yunnan University of Finance and Economics in 2016 and his Doctor of Philosophy in International Studies from Dong-A University in 2025.

Pursuant to the letter of appointment with the Company, Dr. Liang's appointment will commence on 2 April 2025 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\$13,000 for being an independent 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 Dr. Liang.

Save as disclosed in this announcement, as at the date of this announcement, Mr. Chan and Dr. Liang do 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 ("**Listing Rules**")).

Save as disclosed in this announcement, Mr. Chan and Dr. Liang did 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 in this announcement, there is no other information relating to Mr. Chan and Dr. Liang'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.

Dr. Liang has confirmed (a) his independence as regards each of the factors for independence referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment.

The Board would like to express its warmest welcome to Mr. Chan and Dr. Liang on their new appointments.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Mr. Chan has been appointed as a member of the Nomination Committee of the Company with effect from 26 March 2025.

Dr. Liang will be appointed as the chairman of the Audit Committee of the Company and a member of Remuneration Committee of the Company with effect from 2 April 2025.

## **COMPLIANCE WITH THE LISTING RULES AND TERMS OF REFERENCE**

After the appointment of Dr. Liang with effect from 2 April 2025:

1. the Company will have at least three independent non-executive Directors and at least one of them must have appropriate professional qualifications or accounting or related financial management expertise in accordance with Rule 3.10 of the Listing Rules;
2. the number of independent non-executive Directors will represent at least one-third of the Board in accordance with Rule 3.10A of the Listing Rules;
3. the Audit Committee of the Company will comprise at least three members and at least one of them must have appropriate professional qualifications or accounting or related financial management expertise and will be chaired by an independent non-executive Director in accordance with Rule 3.21 of the Listing Rules;

The board composition will satisfy the requirement under Rule 3.10, Rule 3.10A and Rule 3.21 of the Listing Rules from 2 April 2025.

By Order of the Board  
**Zhong Jia Guo Xin Holdings Company Limited**  
**Ouyang Yanling**  
*Chairman*

Hong Kong, 26 March 2025

*As at the date of this announcement, the Board consists of five executive directors, Ms. Ouyang Yanling, Mr. Li Yuguo, Mr. Liu Yan Chee James, Mr. Li Xiaoming and Mr. Chan Wai Fung; three non-executive directors, Mr. Chen Dong Yao, Mr. Yang Xiaoqiang and Mr. Huang Yilin; and three independent non-executive directors, Mr. Ba Junyu, Mr. Wong Sung and Mr. Xu Xingge.*