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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 INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that with effect from 22 May 2024, Mr. So Ting Kong, Mr. Wong Sung and Mr. Xu Xingge have been appointed as independent non-executive 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 with effect from 22 May 2024, Mr. So Ting Kong (“**Mr. So**”), Mr. Wong Sung (“**Mr. Wong**”) and Mr. Xu Xingge (“**Mr. Xu**”) have been appointed as independent non-executive Directors.

The biographical details of Mr. So, Mr. Wong and Mr. Xu are set out below:

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. So Ting Kong

Mr. So Ting Kong (蘇定江), aged 37, has been appointed as an independent non-executive Director with effect from 22 May 2024.

Mr. So is a certified public accountant with 8 years of experience in financial management and regulatory compliance. He is an independent advisor since October 2022, and specializes in providing expert advisory services to SFC licensed corporations, focusing on regulatory compliance, risk management, and strategic financial planning. Prior to this role, Mr. So was an accounting manager at Silverbricks Securities Company Limited from July 2020 to September 2022 and was a financial controller at Gransing Securities Co., Limited from June 2015 to July 2020, where he managed the accounting department, implemented internal controls, collaborated with external auditors for regulatory audits, and led the financial reporting processes. Mr. So worked at Kreston CAC CPA Limited from September 2011 to May 2015 and at Cheng & Cheng Limited from July 2008 to July 2011, where he conducted financial audits and prepared audit reports for various clients. He has been an independent non-executive director of Kafelaku Coffee Holding Limited (Stock Code: 1869.HK) since November 2013.

Mr. So became a member of the Institute of Chartered Accountants in England and Wales in 2021, a member of the Hong Kong Institute of Certified Public Accountants in 2015 and a member of the Hong Kong Institute of Accredited Accounting Technicians in 2010.

Pursuant to the letter of appointment with the Company, Mr. So's appointment has commenced on 22 May 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\$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 Mr. So.

Save as disclosed above, as at the date of this announcement, Mr. So 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**")).

Mr. So 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) (the "**SFO**").

Save as disclosed above, there is no other information relating to Mr. So's appointment which is required to be disclosed pursuant to Rule 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.

Mr. Wong Sung

Mr. Wong Sung (黃嵩), aged 42, has been appointed as an independent non-executive Director with effect from 22 May 2024.

From 2007 to 2023, he served as the marketing director at Wai May Fur And Fashion Company Limited (唯美皮草時裝有限公司).

From 2023 onwards, Mr. Wong has served as the marketing director at Dongguan Min Gang Industrial Investment Co, Ltd.* (東莞閩港實業投資有限公司).

Mr. Wong obtained a Bachelor of Business (Administration) degree from Central Queensland University in 2007.

Pursuant to the letter of appointment with the Company, Mr. Wong's appointment has commenced on 22 May 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\$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 Mr. Wong.

Save as disclosed above, as at the date of this announcement, Mr. Wong 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. Wong does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Wong's appointment which is required to be disclosed pursuant to Rule 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.

* *For identification purpose only*

Mr. Xu Xingge

Mr. Xu Xingge (徐興鵠), aged 40, has been appointed as an independent non-executive Director with effect from 22 May 2024.

During the period between June 2005 and October 2009, Mr. Xu joined Tianjin Swarovski Wedding Photography* (天津施華洛婚禮攝影) as the chief photographer and art director. After that, during the period between November 2009 and April 2018, he worked at Tianjin Aishang Gediao Wedding Photography* (天津愛尚格調婚禮攝影) as the art director.

Since May 2018, Mr. Xu has been the deputy general manager at Tianjin Chenning Property Management Co., Ltd* (天津辰寧物業管理有限公司).

Mr. Xu graduated from Benxi Vocational and Technical College* (本溪市職業技術學院) in 2003.

Pursuant to the letter of appointment with the Company, Mr. Xu's appointment will commence on 22 May 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\$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 Mr. Xu.

Save as disclosed above, as at the date of this announcement, Mr. Xu 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. Xu does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Xu's appointment which is required to be disclosed pursuant to Rule 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.

Each of Mr. So, Mr. Wong and Mr. Xu has confirmed his independence as regards the factors under Rule 3.13 of the Listing Rules.

The Board would like to express its warmest welcome to Mr. So, Mr. Wong and Mr. Xu on their new appointments.

* *For identification purpose only*

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Mr. So is also appointed as the chairman of the audit committee of the Company, a member of each of the remuneration committee and the nomination committee of the Company. Each of Mr. Wong and Mr. Xu is also appointed as a member of each of the audit committee, the remuneration committee and the nomination committee of the Company.

COMPLIANCE WITH THE LISTING RULES AND TERMS OF REFERENCE

After the appointments of Mr. So, Mr. Wong and Mr. Xu:

1. the Company has 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 represents at least one-third of the Board in accordance with Rule 3.10A of the Listing Rules;
3. the audit committee of the Company comprises at least three members and at least one of them must have appropriate professional qualifications or accounting or related financial management expertise in accordance with Rule 3.21 of the Listing Rules;
4. the remuneration committee of the Company comprises not less than three members in accordance with the terms of reference of the remuneration committee of the Company;
5. the nomination committee of the Company is chaired by an independent non-executive Director and comprise a majority of independent non-executive Directors in accordance with Rule 3.27A of the Listing Rules; and
6. the nomination committee of the Company comprises not less than three members in accordance with the terms of reference of the nomination committee of the Company.

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

Hong Kong, 22 May 2024

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