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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The board of directors (the "**Board**") of Zhong Jia Guo Xin Holdings Company Limited (the "**Company**") announces that, Mr. So Ting Kong ("**Mr. So**") resigned as the independent non-executive director of the Company with effect from 31 January 2025 due to his personal and professional commitments. Mr. So has also ceased to be the chairman of the audit committee (the "**Audit Committee**"), and a member of each of the remuneration committee and the nomination committee of the Company.

Mr. So has confirmed that he has no disagreement with the Board and there is no other matter relating to his 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 Mr. So for his valuable contributions to the Company during his tenure in office.

Pursuant to Rule 3.10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), every board of directors of a listed issuer must include at least three independent non-executive directors (the "**INED(s)**") and at least one of the INEDs must have appropriate professional qualifications or accounting or related financial management expertise (the "**Financial Expertise**").

Pursuant to Rule 3.10A of the Listing Rules, a listed issuer must appoint INEDs representing at least one-third of its board of directors (the "**One-third Requirement**").

Pursuant to Rule 3.21 of the Listing Rules, the audit committee must comprise a minimum of three members, at least one of whom is an INED with the Financial Expertise, and must be chaired by an INED (the "**AC Composition Requirement**").

After the resignation of Mr. So, the Company has:

1. three INEDs but none of them has the Financial Expertise;

2. a total of eleven directors in the Board and only three INEDs which is less than one-third of the number of directors in the Board; and

3. no chairman of the Audit Committee and none of the members of the Audit Committee has the Financial Expertise.

The above Board composition fails to satisfy the Financial Expertise requirement under Rule 3.10 of the Listing Rules, the One-third Requirement under Rule 3.10A of the Listing Rules, and the AC Composition Requirement under Rule 3.21 of the Listing Rules.

The Company is now in the course of identifying suitable candidate as an additional INED with the Financial Expertise and as the chairman of the Audit Committee, and will publish further announcement as and when appropriate.

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

Hong Kong, 28 January 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 Ms. Wen Junyi; three non-executive directors, Mr. Chen Dong Yao, Mr. Yang Xiaoqiang and Mr. Huang Yilin; and four independent non-executive directors, Mr. Ba Junyu, Mr. So Ting Kong, Mr. Wong Sung and Mr. Xu Xingge.