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# seazen 新城发展

## SEAZEN GROUP LIMITED

### 新城發展控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1030)**

## CHANGE OF JOINT COMPANY SECRETARY

The board of directors (the “**Board**”) of Seazen Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. Zhang Feng (“**Mr. Zhang**”) has resigned as a joint company secretary of the Company (the “**Joint Company Secretary**”) with effect from 20 November 2020 due to internal management restructuring of the Group. Mr. Zhang confirms that there is no disagreement between himself and the Board and there is no other matter in relation to his resignation that needs to be brought to the attention to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board is also pleased to announce that Ms. Zhang Wanling (“**Ms. Zhang**”) has been appointed as the Joint Company Secretary with effect from 20 November 2020. Ms. Zhang joined the Group since January 2008. She has many years of experience in the Company’s capital markets activities and was responsible for the compliance matters of the Company. Ms. Zhang is currently the general manager of the capital market department of the Company, mainly responsible for the Company’s capital market operations and investor relations, while supervising the corporate governance of the Company to ensure compliance with the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange and other applicable laws and regulations. Ms. Zhang obtained a master’s degree in business administration from the Beijing Institute of Technology in October 2002.

## WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

In light of Mr. Zhang’s resignation and since Ms. Zhang does not possess the requisite professional qualifications or relevant experience as required under the Listing Rules and the Guidance Letter HKEx-GL108-20 (August 2020), the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver (the “**Waiver**”) from strict compliance with Rules 3.28 and 8.17 of the Listing Rules for a period of three years (the “**Waiver Period**”), commencing from 20 November 2020, being the date of appointment of Ms. Zhang as a Joint Company Secretary, on the following conditions:

- a) Ms. Zhang must be assisted by Ms. Ng Sau Mei (伍秀薇) (“**Ms. Ng**”), the other Joint Company Secretary who meets the above requirements, during the Waiver Period; and
- b) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek the confirmation from the Stock Exchange that Ms. Zhang, having had the benefit of Ms. Ng's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Company will announce details of the Waiver, including its reasons and conditions, and the Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

The Board is of the view that, having regard to Ms. Zhang's ample understanding of the operations, corporate governance and other compliance matters of the Group as the general manager of the capital market department of the Company and that both our headquarters and principal business operations are located in the People's Republic of China (the "PRC"), Ms. Zhang is considered a suitable candidate to act as the Joint Company Secretary.

The biographical details of Ms. Ng are set out as follows:

Ms. Ng is an associate director of the Listing Services Department of TMF Hong Kong Limited and is responsible for provision of corporate secretarial and compliance services to listed company clients. She has over 19 years of experience in the company secretarial field and has extensive knowledge and experience in dealing with corporate governance, regulatory and compliance affairs of listed companies. She is a Chartered Secretary, a Corporate Governance Professional and a fellow member of both The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute in the United Kingdom.

The Board would like to take this opportunity to express its appreciation to Mr. Zhang for his contributions to the Company during his tenure in office and to welcome Ms. Zhang on her new appointment.

By Order of the Board  
**Seazen Group Limited**  
**Wang Xiaosong**  
*Chairman*

The PRC, 20 November 2020

*As at the date of this announcement, the directors of the Company are Mr. Lv Xiaoping and Mr. Lu Zhongming as executive directors, Mr. Wang Xiaosong, Mr. Qu Dejun and Mr. Zhang Shengman as non-executive directors and Mr. Chen Huakang, Mr. Zhu Zengjin and Mr. Zhong Wei as independent non-executive directors.*