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CHINA TIANRUI AUTOMOTIVE INTERIORS CO., LTD
中國天瑞汽車內飾件有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6162)

**RESIGNATION OF EXECUTIVE DIRECTOR,
CHANGE OF CHIEF FINANCIAL OFFICER,
SECRETARY OF THE BOARD,
JOINT COMPANY SECRETARY AND
AUTHORIZED REPRESENTATIVE
AND
WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

**RESIGNATION OF EXECUTIVE DIRECTOR, CHIEF FINANCIAL OFFICER, SECRETARY OF
THE BOARD, JOINT COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Tianrui Automotive Interiors Co., LTD (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Zhao Shijie (趙世傑) (“**Mr. Zhao**”) has resigned as the executive director, chief financial officer, secretary of the Board, one of the joint company secretaries and one of the authorized representatives of the Company with effect from 28 December 2020, due to his intention to devote more time to his other personal commitments. Following his resignation, Mr. Zhao holds no position in the Company.

Mr. Zhao has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to thank Mr. Zhao for his valuable contributions to the Company during his term of services.

APPOINTMENT OF CHIEF FINANCIAL OFFICER, SECRETARY OF THE BOARD, JOINT COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE

The Board further announces that, Ms. Zhang Wei (張微) (“**Ms. Zhang**”) has been appointed as the chief financial officer, secretary of the Board, one of the joint company secretaries and one of the authorized representatives of the Company with effect from 28 December 2020. Mr. Ip Pui Sum (葉沛森) (“**Mr. Ip**”) will remain as the other joint company secretary of the Company.

The biographical details of each of Ms. Zhang and Mr. Ip are set out as below:

Ms. Zhang, aged 32, has been the chief financial officer of Xian Tianrui Automotive Interiors Co., Ltd. (西安天瑞汽車內飾件有限公司) (“**Xian Tianrui**”), an indirect wholly-owned subsidiary of the Company, since she joined the Group in September 2020 and is responsible for the accounting and financial management of Xian Tianrui. Ms. Zhang has over 7 years of experience in accounting. From April 2012 to June 2018, Ms. Zhang served as a project manager at Xigema Certified Public Accountants (Special Ordinary Partnership) (希格瑪會計師事務所 (特殊普通合夥)). During such period, she was mainly responsible for the annual audit and internal control audit work of large-scale state-owned enterprises and listed companies. From November 2019 to August 2020, Ms. Zhang served as the chief financial officer of Xi’an Huaren Health Investment Management Co., Ltd (西安華仁健康投資管理有限公司), which principally engages in the business of equity investment. During such period, she was mainly responsible for the financial management of the company. Ms. Zhang obtained a bachelor’s degree in management from Xi’an College of Posts and Telecommunications (西安郵電學院) (now known as Xi’an University of Posts and Telecommunications (西安郵電大學)) in July 2010. Ms. Zhang has been qualified as a Chinese Certified Public Accountant since August 2014.

Mr. Ip, aged 61, has been appointed as one of the joint company secretaries of the Company since January 2019. Mr. Ip is a Certified Public Accountant practising in Hong Kong, a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants, the Chartered Institute of Management Accountants, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Mr. Ip received his higher diploma in accountancy from the Hong Kong Polytechnic University in 1982 and obtained a master’s degree in business administration from Henley Management College and Brunel University in May 1997. Mr. Ip has extensive experience in corporate secretarial work. Besides acting as the joint company secretary of the Company, he currently acts as the company secretary for other seven Hong Kong listed companies, two of which are H-share companies.

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

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), a listed issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of a company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Ms. Zhang currently does not meet the requirements under Rule 3.28 of the Listing Rules. As such, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted to the Company, a waiver (the “**Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules in relation to Ms. Zhang’s appointment as a joint company secretary of the Company for a period of three years (the “**Waiver Period**”) from the date of her appointment as a joint company secretary.

The grounds for seeking of the Waiver are (a) having regard to Ms. Zhang’s extensive experience in accounting and financial management and her thorough understanding of the Company’s financial operation and corporate governance matters, the Directors are of the view that she is a suitable person to act as a company secretary of the Company; (b) as the Company has principal business activities primarily in the PRC, the Directors believe that it is necessary to appoint Ms. Zhang as a company secretary whose presence in the PRC enables her to have a close nexus and working relationship with the Directors and senior management team of the Company, and attend to the day-to-day corporate secretarial matters concerning the Group; and (c) the Company will continue to engage Mr. Ip, who meets the requirements under Rule 3.28 of the Listing Rules, to act as a joint company secretary. In particular, (i) Mr. Ip will provide joint company secretarial support and assistance to Ms. Zhang for an initial period of three years from the date of the appointment of Ms. Zhang so as to enable Ms. Zhang to acquire the relevant experience (as required under Rule 3.28 of the Listing Rules) to discharge the duties and responsibilities as company secretary of the Company; (ii) the Company will ensure that Ms. Zhang undergoes relevant training courses including briefings on the latest changes to the applicable Hong Kong laws and regulations and the Listing Rules from time to time in order to allow Ms. Zhang to familiarize herself with the Listing Rules and the duties required of a company secretary of a company listed on the Stock Exchange and will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules; (iii) Mr. Ip, who will continue to familiarize himself with the affairs of the Company, will communicate regularly with Ms. Zhang on matters relating to corporate governance, the Listing Rules as well as other laws and regulations which are relevant to the Company and its other affairs. Mr. Ip will work closely with, and provide assistance to, Ms. Zhang in the discharge of her duties as a joint company secretary, including organizing the Company’s Board meetings and shareholders’ meetings; and (iv) Ms. Zhang will be assisted by Mr. Ip and will be appointed for an initial period of three years from the date of the proposed appointment of Ms. Zhang.

The Waiver is granted on the conditions that, (i) Ms. Zhang will be assisted by Mr. Ip during the Waiver Period; and (ii) 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 will demonstrate and seek confirmation from the Stock Exchange that Ms. Zhang, having had the benefit of Mr. Ip’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 Waiver applies to the appointment of Ms. Zhang as a joint company secretary only. The Stock Exchange may withdraw or change the Waiver if the situation of the Company changes.

The Board would like to take this opportunity to express its warmest welcome to Ms. Zhang.

By Order of the Board
China Tianrui Automotive Interiors Co., LTD
Hou Jianli
Chairman

Xi'an, the PRC, 28 December 2020

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Hou Jianli and Ms. Hou Yuxi, and three independent non-executive Directors, namely Mr. Zhu Hongqiang, Mr. Zhou Genshu and Mr. Chen Geng.