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**Ruicheng (China) Media Group Limited**  
**瑞誠(中國)傳媒集團有限公司**

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

**(Stock Code: 1640)**

**(1) CHANGE OF CHAIRLADY OF THE BOARD AND COMPOSITION OF  
THE NOMINATION COMMITTEE**

**(2) CHANGE OF JOINT COMPANY SECRETARY,  
AUTHORIZED REPRESENTATIVE AND PROCESS AGENT**

**RESIGNATION OF CHAIRLADY OF THE BOARD, CHAIRLADY OF THE NOMINATION  
COMMITTEE AND MEMBER OF NOMINATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Ruicheng (China) Media Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that on 9 December 2021, the Board received a resignation letter from Ms. Li Na (“**Ms. Li**”) regarding her resignation as (i) the chairlady of the Board; (ii) the chairlady of the nomination committee of the Company (the “**Nomination Committee**”); and (iii) a member of the Nomination Committee with effect from 14 December 2021 due to her intention to devote more time to person commitments. Ms. Li will remain as an executive Director of the Company.

Following the aforementioned resignation, Ms. Li shall be entitled to receive remuneration of HK\$144,000 per annum. Such emoluments are recommended by the remuneration committee of the Company (the “**Remuneration Committee**”) and approved by the Board based on Ms. Li’s level of responsibilities undertaken and the prevailing market conditions.

Ms. Li has confirmed that she does not have any disagreement with the Board and there are no other matters related to her resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its gratitude to Ms. Li for her contributions to the Company during her respective appointments above.

## **APPOINTMENT OF CHAIRLADY OF THE BOARD, CHAIRLADY OF THE NOMINATION COMMITTEE AND MEMBER OF NOMINATION COMMITTEE**

The Board hereby announces that Ms. Wang Xin (“**Ms. Wang**”), an executive Director, has been appointed as (i) the chairlady of the Board; (ii) the chairlady of the Nomination Committee of the Company; and (iii) a member of the Nomination Committee with effect from 14 December 2021. The biographical details of Ms. Wang are set out as follows:

Ms. Wang, aged 44, is currently an executive Director and a member of the remuneration committee. Ms. Wang is primarily responsible for overseeing business development and sales matters of the Group.

She is the sister of Ms. Wang Lei, one of the controlling shareholders of the Company. Ms. Wang has over 16 years of experience in the advertising industry. From June 2005 to June 2015, Ms. Wang has been the general manager of Qingdao Zhongzhouxian Advertisement Co. Ltd.\* (青島中軸線廣告有限公司), a company which is principally engaged in the advertising business, where she was responsible for overall management of the company. She is currently the executive director of Shanghai Kailun Advertising Co., Ltd.\* (上海凱倫廣告有限公司), an indirect wholly-owned subsidiary of the Company, where she is responsible for the overall management, strategic planning and business development.

Ms. Wang graduated from the PLA Nanjing Institute of Politics\* (中國人民解放軍南京政治學院) with a bachelor’s degree in economics and administrative management in June 2014.

Following the aforementioned appointments, Ms. Wang shall be entitled to receive remuneration of HK\$636,000 per annum. Such emoluments are recommended by the Remuneration Committee and approved by the Board based on Ms. Wang’s level of responsibilities undertaken and the prevailing market conditions.

As at the date of this announcement and save as disclosed above, Ms. Wang (i) did not hold any other position with the Company or other members of the Group; (ii) did not 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, or other major appointments and professional qualifications; and (iii) did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Ms. Wang was interested in 25,246,606 shares of the Company (the “**Shares**”), representing approximately 6.3% of the issued share capital of the Company, through Youyi Co., Ltd (a company incorporated in the British Virgin Islands in which Ms. Wang holds approximately 53.4% of the issued share capital). Save as disclosed above, Ms. Wang did not have any interests in Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, there is no information in relation to the above appointments related to Ms. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and there is no other matter that needs to be brought to the attention of the Shareholders.

## **RESIGNATION OF JOINT COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT**

The Board hereby also announces that on 14 December 2021, Mr. Lei Kin Keong (“**Mr. Lei**”) has tendered his resignation as (i) a joint company secretary of the Company (a “**Joint Company Secretary**”); (ii) an authorised representative of the Company under Rule 3.05 of the Listing Rules (an “**Authorised Representative**”); and (iii) the authorized representative of the Company for the acceptance of service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) with effect from 14 December 2021.

Mr. Lei has confirmed that he does not have any disagreement with the Board and there are no other matters related to his resignation that need to be brought to the attention of the Shareholders.

The Board would like to express its gratitude to Mr. Lei for his contributions to the Company during his tenure of services.

## **APPOINTMENT OF JOINT COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT**

The Board hereby announces that Mr. Zhang Mengchi (“**Mr. Zhang**”) has been appointed as a Joint Company Secretary, an Authorised Representative and the Process Agent with effect from 14 December 2021. Mr. Leng Xuejun (“**Mr. Leng**”), an executive Director, will continue to serve as the other Joint Company Secretary. The biographic details of Mr. Zhang are set out as follows:

Mr. Zhang is an assistant manager of SWCS Corporate Services Group (Hong Kong) Limited. He holds a Master degree in Professional Accounting and Corporate Governance from the City University of Hong Kong, and is an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators).

The Board would like to welcome Mr. Zhang on his new appointment.

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

Reference is made to the appointment of Mr. Leng as a Joint Company Secretary and the waiver (the “**Waiver**”) granted to the Company by the Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules in relation to the eligibility of Mr. Leng to act as the Joint Company Secretary for a period of three years from the date of the Company’s listing (i.e. 12 November 2019) to 11 November 2022 (the “**Waiver Period**”), on the condition that Mr. Lei, who meets the requirements under Rules 3.28 and 8.17 of the Listing Rules, is engaged as a Joint Company Secretary and provides assistance to Mr. Leng to acquire the “relevant experience” within the meaning of Rule 3.28 of the Listing Rules and to discharge his duties as the Joint Company Secretary during the Waiver Period. The Waiver will be revoked immediately when Mr. Lei, during the Waiver Period, ceases to provide assistance to Mr. Leng.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted a new waiver (the “**New Waiver**”) to the Company from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period from the date of appointment of Mr. Zhang as a Joint Company Secretary (i.e. from 14 December 2021) to 11 November 2022 (i.e. the remaining period of the Waiver Period) (the “**New Waiver Period**”) in relation to the eligibility of Mr. Leng to act as a Joint Company Secretary. The New Waiver is granted on the conditions that:

- (i) Mr. Leng will be assisted by Mr. Zhang during the New Waiver Period; and
- (ii) this waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the New Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Mr. Leng, having had the benefit of Mr. Zhang’s assistance during the New 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 New Waiver applied to Mr. Zhang’s appointment as the Joint Company Secretary only. The Stock Exchange may withdraw or change the New Waiver if the Company’s situation changes.

By Order of the Board  
**Ruicheng (China) Media Group Limited**  
**Wang Xin**  
*Chairlady and Executive Director*

Beijing, the People’s Republic of China, 14 December 2021

*As at the date of this announcement, the executive Directors are Ms. Wang Xin, Mr. Feng Xing, Ms. Li Na and Mr. Leng Xuejun, and the independent non-executive Directors are Mr. Li Xue, Mr. Wu Ke and Mr. How Sze Ming.*

\* *For identification purpose only*