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NAYUKI

Nayuki Holdings Limited

奈雪的茶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2150)

**CHANGE OF JOINT COMPANY SECRETARY, PROCESS AGENT
AND AUTHORIZED REPRESENTATIVE
AND
WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

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

The board of directors (the “**Board**”) of Nayuki Holdings Limited (the “**Company**”) announces that the Company has engaged SWCS Corporate Services Group (Hong Kong) Limited (“**SWCS**”) to provide corporate secretarial services support to the Company and SWCS has nominated Ms. Lau Jeanie (“**Ms. Lau**”) to assume the offices of the joint company secretary of the Company (the “**Joint Company Secretary**”), the process agent in Hong Kong for the purpose of accepting service of process in Hong Kong under Part 16 of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong and for the purpose of accepting services of process and notices on the Company’s behalf in Hong Kong under Rule 19.05(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (collectively, the “**Process Agent**”), and an authorized representative of the Company for the purpose of Rule 3.05 of the Listing Rules (the “**Authorized Representative**”) since the year 2021.

The Board hereby announces that Ms. Lau has tendered her resignation as the Joint Company Secretary, the Process Agent and the Authorized Representative of the Company with effect from June 22, 2022, and SWCS has re-nominated Ms. Ho Yin Kwan (“**Ms. Ho**”) in place of Ms. Lau as one of the Joint Company Secretaries, the Process Agent and the Authorized Representative of the Company with effect from June 22, 2022. Ms. Shi Chao (“**Ms. Shi**”) will remain as the other Joint Company Secretary.

Ms. Lau has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The biographies of Ms. Shi and Ms. Ho are set out below:

Ms. Shi was appointed as one of our Joint Company Secretaries on February 5, 2021. Ms. Shi joined our Group in January 2019 and has served as the deputy director of corporate finance and legal department. Ms. Shi worked at Baoneng Department Store Limited (寶能百貨零售有限公司) from November 2017 to January 2019, where she lastly served as the senior legal manager. Ms. Shi worked at Wal-Mart (China) Investment Co., Ltd. (沃爾瑪(中國)投資有限公司) from February 2014 to November 2017, where she lastly served as the legal consultant.

Ms. Shi received a bachelor's degree in law and economics from Minzu University of China (中央民族大學) in July 2007 and a master's degree in economic law from Minzu University of China in July 2012. Ms. Shi also received a postgraduate diploma in international and European law from Université Jean Moulin Lyon 3 in March 2012. Ms. Shi passed the National Judicial Examination (國家司法考試) in the PRC and obtained her legal professional qualification in March 2010. Ms. Shi also received the Certification of Fund Practice Qualification (基金從業資格證書) from the Asset Management Association of China (中國證券投資基金業協會) in July 2017.

Ms. Ho is a vice president of SWCS. She has over 20 years of professional experience in corporate secretarial field and has been providing corporate secretarial services to both listed and private companies incorporated in Hong Kong and overseas. Ms. Ho holds a bachelor's degree in business and finance from the University of Portsmouth and a master's degree in corporate governance from the Open University of Hong Kong (currently known as Hong Kong Metropolitan University). Ms. Ho is a member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

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

Reference is made to the appointment of Ms. Shi as one of the Joint Company Secretaries and the waiver (the “**Existing Waiver**”) granted to the Company by the Stock Exchange from strict compliance with Rules 3.28 and 8.17 of the Listing Rules in relation to the eligibility of Ms. Shi to act as a Joint Company Secretary of the Company for a three-year period from the date of the Company's listing on the Stock Exchange (i.e. June 30, 2021) to June 29, 2024 (the “**Waiver Period**”), on the conditions that Ms. Lau, who meets the requirements under Rules 3.28 and 8.17 of the Listing Rules, as a Joint Company Secretary, would assist Ms. Shi

in discharging her functions as a company secretary and in gaining the relevant experience as required under Rule 3.28 of the Listing Rules. The Existing Waiver will be revoked immediately when Ms. Lau, during the Waiver Period, ceases to provide assistance to Ms. Shi. The Stock Exchange expects that, before the end of the Waiver Period, the Company should be able to demonstrate that Ms. Shi, having had the benefit of Ms. Lau's assistance for three years, would then have acquired the relevant experience within the meaning of Rule 3.28 of the Listing Rules so that a further waiver would not be necessary.

Given the condition of the Existing Waiver could no longer be fulfilled following the resignation of Ms. Lau, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted a new waiver (the "**New Waiver**") from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period from the date of the appointment of Ms. Ho as a Joint Company Secretary to June 29, 2024 (i.e. the remaining period of the Existing Waiver) (the "**New Waiver Period**") in relation to the eligibility of Ms. Shi to act as a Joint Company Secretary on the conditions that (i) Ms. Shi will be assisted by Ms. Ho during the New Waiver Period; and (ii) the New Waiver could be revoked if there are material breaches of the Listing Rules by the Company. The Company should announce the reasons, details and conditions of the New Waiver, and the qualification and experience of both Ms. Shi and Ms. Ho.

Before the end of the New Waiver Period, the Company should demonstrate and seek confirmation from the Stock Exchange that Ms. Shi, having had the benefit of the assistance from Ms. Ho 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 Board would like to take this opportunity to express its gratitude to Ms. Lau for her valuable contribution to the Company during her tenure of service and extend a warm welcome to Ms. Ho on her new appointment.

By order of the Board
Nayuki Holdings Limited
Mr. ZHAO Lin
Chairman

Shenzhen, the PRC, June 22, 2022

As at the date of this announcement, the Board of the Company comprises Mr. ZHAO Lin, Ms. PENG Xin and Mr. DENG Bin as executive directors; Mr. PAN Pan and Mr. WONG Tak-wai as non-executive directors; and Mr. CHEN Qunsheng, Mr. LIU Yiwei and Ms. ZHANG Rui as independent non-executive directors.