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明源雲

Ming Yuan Cloud Group Holdings Limited

明源雲集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 909)

- (1) RESIGNATION OF A NON-EXECUTIVE DIRECTOR;**
- (2) RESIGNATION OF AN EXECUTIVE DIRECTOR,
A JOINT COMPANY SECRETARY AND
AN AUTHORIZED REPRESENTATIVE;**
- (3) APPOINTMENT OF A JOINT COMPANY SECRETARY
AND AN AUTHORIZED REPRESENTATIVE; AND**
- (4) WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

(1) RESIGNATION OF A NON-EXECUTIVE DIRECTOR

The Board announces that Mr. YI has tendered his resignation as a non-executive Director as he intends to focus more on his personal business commitment with effect from 28 March 2023.

(2) RESIGNATION OF AN EXECUTIVE DIRECTOR, A JOINT COMPANY SECRETARY AND AN AUTHORIZED REPRESENTATIVE

The Board further announces that Mr. JIANG tendered his resignation as (a) an executive Director; (b) a Joint Company Secretary; and (c) an Authorized Representative for the purpose of Rule 3.05 of the Listing Rules, all with effect from 28 March 2023, due to personal business development reasons. Ms. SZETO will remain as the other Joint Company Secretary.

(3) APPOINTMENT OF A JOINT COMPANY SECRETARY AND AN AUTHORIZED REPRESENTATIVE

The Board hereby announces that Mr. YE has been appointed as a Joint Company Secretary and an Authorized Representative, both with effect from 28 March 2023. Ms. SZETO remains as the other Joint Company Secretary.

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

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a Waiver (as defined below) from strict compliance with Rules 3.28 and 8.17 of the Listing Rules for the Waiver Period (as defined below) commencing from 28 March 2023, being the effective date of appointment of Mr. YE as a Joint Company Secretary.

(1) RESIGNATION OF A NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (collectively, the “**Directors**” and each, a “**Director**”) of Ming Yuan Cloud Group Holdings Limited (the “**Company**”, and together with its subsidiaries and consolidated affiliated entity, the “**Group**”) announces that Mr. YI Feifan (“**Mr. YI**”) has tendered his resignation as a non-executive Director, with effect from 28 March 2023, as he intends to focus more on his personal business commitment.

Mr. YI has confirmed that he had no disagreement with the Board and there were no matters relating to his aforesaid resignation that should be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board would like to take this opportunity to express its sincere gratitude to Mr. YI for his valuable contribution to the Company during his tenure of office.

(2) RESIGNATION OF AN EXECUTIVE DIRECTOR, A JOINT COMPANY SECRETARY AND AN AUTHORIZED REPRESENTATIVE

The Board further announces that Mr. JIANG Keyang (“**Mr. JIANG**”) has tendered his resignation as (a) an executive Director; (b) the joint company secretary of the Company (the “**Joint Company Secretary**”); and (c) an authorized representative of the Company (the “**Authorized Representative**”) for the purpose of Rule 3.05 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange, all with effect from 28 March 2023, due to personal business development reasons. Ms. SZETO Kar Yee Cynthia (司徒嘉怡) (“**Ms. SZETO**”) will remain as the other Joint Company Secretary.

Mr. JIANG has confirmed that he had no disagreement with the Board and there were no matters relating to his aforesaid resignations that should be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to take this opportunity to express its sincere gratitude to Mr. JIANG for his valuable contribution to the Company during his tenure of service.

(3) APPOINTMENT OF A JOINT COMPANY SECRETARY AND AN AUTHORIZED REPRESENTATIVE

The Board hereby announces that Mr. YE Junwen (葉俊文) (“Mr. YE”) has been appointed as a Joint Company Secretary and an Authorized Representative, both with effect from 28 March 2023. Ms. SZETO remains as the other Joint Company Secretary.

The biographical details of Mr. YE and Ms. SZETO are set out as follows:

Mr. YE joined the Company in May 2019 and is a senior supervisor of Securities Affairs of the General Office to the Board. Currently, he handles Board matters, corporate secretarial matters of the Company and its subsidiaries. Prior to joining the Company, Mr. YE worked at Beijing Zhangzhou Yifan Network Technology Co., Ltd.* (北京張舟怡帆網絡技術有限公司) as an English interpreter from July 2018 to January 2019. Mr. YE received a Bachelor’s Degree in Laws and a Bachelor’s Degree in Economics from South China University of Technology (華南理工大學) in 2015, respectively; and subsequently received a Master’s Degree in Foreign Linguistics and Applied Linguistics from Beijing Foreign Studies University (北京外國語大學) in 2018. Mr. YE has obtained the Level 2 Translation and Interpretation Proficiency Qualification Certificate through completing the China Accreditation Test for Translators and Interpreters (CATTI).

Ms. SZETO was appointed as one of our Joint Company Secretaries since 12 June 2020. Ms. SZETO is a Chartered Secretary, a Chartered Professional Governance and an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. She obtained a Bachelor’s Degree of Arts in Language Studies with Business from The Hong Kong Polytechnic University in November 2004 and a master’s degree of Science in Professional Accounting and Corporate Governance from City University of Hong Kong in July 2012. Ms. SZETO has more than 10 years of experience in the company secretarial field. She is a manager of the listing services department of TMF Hong Kong Limited and is responsible for providing corporate secretarial and compliance services to listed companies. Ms. SZETO possesses the professional qualification as required under note 1 of Rule 3.28 of the Listing Rules.

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

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets 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 company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Although Mr. YE 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), having considered Mr. YE (i) has extensive working experience in the Company and is familiar with the business operations and strategies and financing of the Group; (ii) has solid educational background in legal and compliance aspects; and (iii) has maintained a close working relationship with the Board, the Board believes that the appointment of Mr. YE as a Joint Company Secretary will be conducive to ensuring the compliance with relevant Board procedures, and facilitating communications among the directors, the shareholders and the management of the Company and that Mr. YE is a suitable candidate to act as a Joint Company Secretary.

In light of the above, 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 28 March 2023, being the effective date of appointment of Mr. YE as a Joint Company Secretary, on the conditions that (i) Mr. YE will be assisted by Ms. SZETO 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 should demonstrate and seek confirmation from the Stock Exchange that Mr. YE, having had the benefit of the assistance from Ms. Szeto 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 Board would like to welcome Mr. YE on his new appointment as a Joint Company Secretary and an Authorized Representative.

By order of the Board
Ming Yuan Cloud Group Holdings Limited
GAO Yu
Chairman

Shenzhen, PRC, 28 March 2023

As of the date of this announcement, the Board comprises Mr. GAO Yu, Mr. JIANG Haiyang and Mr. CHEN Xiaohui as executive Directors, Mr. LIANG Guozhi as a non-executive Director, and Mr. LI Hanhui, Mr. ZHAO Liang and Ms. TONG Naqiong as independent non-executive Directors.

* *For identification purpose only.*