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睿鋒集團控股有限公司
Rui Feng Group Holdings
Company Limited

RUI FENG GROUP HOLDINGS COMPANY LIMITED

睿鋒集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CESSATION OF CHAIRMAN OF AUDIT COMMITTEE AND MEMBER OF NOMINATION COMMITTEE

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Rui Feng Group Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Leung Ka Wo (“**Mr. Leung**”) has tendered his resignation as an independent non-executive Director with effect from 19 June 2019 as he would like to devote more time to his personal commitments.

Mr. Leung has confirmed to the Board that there is neither any disagreement with the members of the Board nor any matters relating 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 extend its appreciation to Mr. Leung for his valuable contribution to the Group during his tenure of office in the Company.

CESSATION OF CHAIRMAN OF AUDIT COMMITTEE AND MEMBER OF NOMINATION COMMITTEE

Following the resignation of Mr. Leung, he has ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”) with effect from 19 June 2019.

NON-COMPLIANCE WITH THE GEM LISTING RULES

Following the resignation of Mr. Leung, the Company only has two independent non-executive Directors, thus the number of the independent non-executive Directors falls below the minimum number required under Rule 5.05(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”). The Company has also failed to meet the requirement set out in Rule 5.05(2) of the GEM Listing Rules with regard to at least one independent non-executive Director must have appropriate professional qualifications or accounting or related financial management expertise. As a result of the insufficient number of independent non-executive Directors, the Company has also failed to comply with the requirements set out in Rule 5.28 of the GEM Listing Rules with regard to the minimum number of members and the composition of the Audit Committee. Furthermore, the members of the Nomination Committee do not comprise a majority of independent non-executive Directors as required under Code Provision A.5.1 of Appendix 15 to the GEM Listing Rules.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended since 9:00 a.m. on 10 December 2018 and will remain suspended until further notice.

By order of the Board
Rui Feng Group Holdings Company Limited
Yun Ligu
Executive Director

Hong Kong, 19 June 2019

As at the date of this announcement, the Board comprises Mr. Yun Ligu as executive Director, and Mr. Zhang Tianbao and Mr. Christopher Francisco as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from its date of its posting and on the Company’s website at www.chinahanya.com.hk.