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**KIRIN GROUP HOLDINGS LIMITED**  
**麒麟集團控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 8109)**

**(In Compulsory Liquidation)**

**(1) NON-COMPLIANCE WITH REQUIREMENTS  
REGARDING INDEPENDENT NON-EXECUTIVE  
DIRECTORS, COMPOSITION OF AUDIT COMMITTEE,  
REMUNERATION COMMITTEE AND NOMINATION  
COMMITTEE AND COMPANY SECRETARY**  
**(2) ADDITIONAL RESUMPTION GUIDANCE  
AND**  
**(3) CHANGE OF AUTHORISED REPRESENTATIVES**

The announcement is made by Kirin Group Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the Company’s (i) announcement dated 14 December 2021 regarding the winding-up order made against the Company in Hong Kong on 13 December 2021 (the “**Winding-up Order**”); (ii) announcements dated 7 January 2022 and 12 May 2022 regarding the resumption guidance of the Company (the “**Resumption Guidance Announcements**”); (iii) announcement of the Company dated 12 May 2022 regarding, among other things, the appointment of Joint and Several Liquidators of the Company; and (iv) announcement of the Company dated 12 May 2022 regarding the resignation of Executive Directors, Independent Non-Executive Directors, Company Secretary and Auditors (the “**Resignation Announcement**”).

## **NON-COMPLIANCE WITH REQUIREMENTS REGARDING INDEPENDENT NON-EXECUTIVE DIRECTORS, COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE AND COMPANY SECRETARY**

As disclosed in the Resignation Announcement, among other things:

- (i) Mr Ng Chi Ho Dennis has resigned from an Independent Non-Executive Director, Chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company with effect from 16 December 2021;
- (ii) Mr Li Chun Sing has resigned as an Independent Non-Executive Director, member of the Audit Committee and Remuneration Committee of the Company with effect from 23 March 2022; and
- (iii) Mr Chan Hank Daniel has resigned as Company Secretary of the Company with effect from 1 January 2022.

Following the resignation of Mr Ng Chi Ho Dennis and Mr Li Chun Sing, the total number of Independent Non-Executive Directors and the composition of the three board committees (i.e. the Audit Committee, the Nomination Committee and the Remuneration Committee) fell below the requirements under Rules 5.05, 5.05A, 5.28, 5.34 and 5.36A of the Listing Rules.

Following the resignation of Mr Chan Hank Daniel as the Company Secretary, the Company shall have no Company Secretary, and will not be able to meet the requirements under Rule 5.14 of the Listing Rules.

As the Company is in liquidation, and therefore the appointment of Independent Non-Executive Director and Company Secretary will be subject to the plan in relation to the resumption of trading in its shares, and consequently the Company has not taken any of the other steps that would be required in compliance with Rules 5.05, 5.05A, 5.14, 5.28, 5.34 and 5.36A of the Listing Rules.

### **ADDITIONAL RESUMPTION GUIDANCE**

As disclosed in the Resumption Guidance Announcements, the Stock Exchange sets out the following conditions for the resumption of trading in the shares of the Company:

1. having the Winding-up Order withdrawn or dismissed and liquidator discharged;
2. demonstrating compliance with Rule 17.26 of the Listing Rules;
3. informing the market of all material information for the Company's shareholders and investors to appraise the Company's Position; and
4. publish all outstanding financial results and address any audit modification(s).

On 18 May 2022, the Company received a letter from the Stock Exchange setting out the following additional resumption guidance:

1. re-comply with Rules 5.05, 5.05A, 5.28, 5.34 and 5.36A of the Listing Rules; and
2. re-comply with Rule 5.14 of the Listing Rules.

The Stock Exchange indicated that it may modify or supplement the resumption guidance that has been given and/or give further guidance if the Company's situation changes.

### **CHANGE OF AUTHORISED REPRESENTATIVES**

The Company announces that Mr Wang Jinha and Mr Wang Hontao ceased to act as the authorised representatives of the Company under Rule 5.24 of the Listing Rules with effect from 23 May 2022 and 31 December 2021.

The Company also announced that Mr Osman Mohammed Arab and Mr Wong Kwok Keung were appointed as the authorised representatives of the Company under Rule 5.24 of the Listing Rules with effect from 20 May 2022.

### **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 11:58 a.m. on 13 December 2021, and will remain suspended until further notice.

The Company will make further announcements as and when appropriate.

If the shareholders of the Company have any queries about the implications of the additional resumption guidance and the suspension of trading of the Company's shares, they should obtain appropriate professional advice.

For and on behalf of  
Kirin Group Holdings Limited  
(In Compulsory Liquidation)  
**Osman Mohammed Arab**  
**Wong Kwok Keung**  
Joint and Several Liquidators  
Acting as agents of the Company  
without personal liabilities

Hong Kong, 25 May 2022

*As at the date of this announcement, the Board comprises Mr. Wang Jinhan, Mr. Zhou Wenjun, Mr. Wang Jiankun, Mr. Hung Tat Chi Alan and Mr. Zhang Yang as the executive Directors, Mr. Lee Cheung Yuet Horace as the independent non-executive Director.*

*The affairs, business and property of the Company are being managed by the Joint and Several Liquidators who act as agents of the Company only and without personal liabilities.*