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**Jia Group Holdings Limited**

**佳民集團有限公司**

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

**(Stock Code: 8519)**

## **APPOINTMENT OF DIRECTORS; AND CHANGE OF CHAIRPERSON OF THE BOARD**

### **APPOINTMENT OF DIRECTORS**

The Board hereby announces that, with effect from 9 February 2024:

- (i) Mr. Kong Linglei has been appointed as an executive Director;
- (ii) Mr. Peng Ben has been appointed as a non-executive Director;
- (iii) Mr. Liu Enyu has been appointed as a non-executive Director and the Chairman;
- (iv) Ms. Deng Yongling has been appointed as an independent non-executive Director;
- (v) Ms. Mao Xiaobi has been appointed as an independent non-executive Director;
- (vi) Ms. Ma Lina has been appointed as an independent non-executive Director; and
- (vii) Ms. Wong Pui Yain has resigned as Chairlady of the Board.

References are made to the joint announcements dated 7 December 2023, 13 December 2023 and 28 December 2023 and the composite offer and response document dated 19 January 2024 (the “**Composite Document**”) jointly issued by Central Power Group Limited (the “**Offeror**”) and Jia Group Holdings Limited (the “**Company**”) in relation to, among other matters, the Offers.

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document. The Offeror has nominated (i) Mr. Kong Linglei as the new executive Director of the Board, (ii) Mr. Peng Ben as the new non-executive Director of the Board, (iii) Mr. Liu Enyu as the new non-executive Director and the chairman of the Board (the “**Chairman**”), (iv) Ms. Deng Yongling, Ms. Mao Xiaobi, and Ms. Ma Lina as the new independent non-executive Directors of the Board. Any changes to the composition of the Board will be made in compliance with the Takeovers Code and the GEM Listing Rules.

## APPOINTMENT OF DIRECTORS

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- (i) Mr. Kong Linglei has been appointed as an executive Director;
- (ii) Mr. Peng Ben has been appointed as a non-executive Director;
- (iii) Mr. Liu Enyu has been appointed as a non-executive Director and the Chairman;
- (iv) Ms. Deng Yongling has been appointed as an independent non-executive Director;
- (v) Ms. Mao Xiaobi has been appointed as an independent non-executive Director; and
- (vi) Ms. Ma Lina has been appointed as an independent non-executive Director.

Set out below are the biographical details of the newly appointed Directors:

### Mr. Kong Linglei

Mr. Kong Linglei, aged 36, began his career as a TV food show host and producer. In 2008, Mr. Kong Linglei became an artist managed by Hunan Television (湖南衛視) and was then transferred to the production team in 2012 during which he took part in the production of the television program “Great Fun in Hunan” (湖南好好玩). In 2015, Mr. Kong Linglei produced his own food program named “What to Eat” (食色 x 食色吃什麼) which integrated the use of we-media and online video channels to generate revenue through online traffic monetization. From January 2017 to December 2022, Mr. Kong Linglei served as the general manager of Hunan Province FuoersHITE Network Technology Co., Ltd.\* (湖南省弗爾斯特網絡科技股份有限公司) which is principally engaged in mobile apps software development and e-commerce platform business. From June 2018 to December 2023, Mr. Kong Linglei served as the general manager of Changsha Xunjue Catering Management Co., Ltd.\* (長沙勛爵餐飲管理有限公司) which operated franchised restaurants under a renowned local restaurant brand “Huogongdian”\* (“火宮殿”) in Changsha. From August 2022 to December 2023, he also served as the deputy general manager of Changsha Tianxiangfu Catering Services Co., Ltd.\* (長沙天湘府餐飲有限公司). Mr. Kong Linglei graduated from Zhongyuan Specialty Institute of Technology (鄭州中原理工專修學院) majoring in business administration in July 2006 and completed an EMBA Distinct Director Advanced Course\* (清大 EMBA 工商管理卓越總裁高級研修項目) offered by the BeiQing Institute of Economics and Management\* (北清經管高等研究院) in August 2022.

Mr. Kong has entered into a service contract with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month’s prior notice in writing served by either party on the other. Mr. Kong will hold office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the memorandum and articles of association of the Company. Pursuant to the service contract of Mr. Kong, he is entitled to a director’s fee of HK\$300,000 per annum, which has been approved by the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to, among others, his experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

## **Mr. Peng Ben**

Mr. Peng Ben, aged 34, is the sole director of the Offeror, which is also 51% owned by Mr. Peng. He served as the general manager of Sino-Market Technology Group Co., Ltd. (中市技術集團有限公司), a company primarily engaged in engineering, consultancy and project management, from August 2015 to December 2017. In 2020, he founded Hunan Xiangdu Nongchuan Agricultural Technology Co., Ltd.\* (湖南湘都農創農業科技有限公司), a company primarily engaged in the business of agricultural technology development and consultancy services, where he also served as the executive director from March 2020 to July 2022. In October 2022, Mr. Peng Ben completed the EMBA Distinct Director Advanced Course\* (清大 EMBA 工商管理卓越總裁高級研修項目) offered by the BeiQing Institute of Economics and Management\* (北清經管高等研究院). In April 2023, he founded Changsha Yunshen Technology Co., Ltd.\* (長沙雲燊科技有限責任公司), a company primarily engaged in the provision of software and information technology services. Mr. Peng Ben is currently the general manager of Changsha Aojiaohuola Catering Services Co., Ltd.\* (長沙傲椒火辣餐飲服務有限公司) and Changsha Tianxiangfu Catering Services Co., Ltd.\* (長沙天湘府餐飲有限公司) which are both principally engaged in the catering business in the PRC.

Mr. Peng has entered into a letter of appointment with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month's prior notice in writing served by either party on the other. Mr. Peng will hold office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the memorandum and articles of association of the Company. Pursuant to the letter of appointment of Mr. Peng, he is entitled to a director's fee of HK\$120,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, his experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

As at the date of this announcement, Mr. Peng is the sole director and holds approximately 51% of the total issued share capital of the Offeror, which owns 874,200,000 Shares, representing approximately 75.38% of the total issued share capital of the Company. As such, Mr. Peng is deemed to be interested in the 874,200,000 Shares held by the Offeror by virtue of the SFO.

## **Mr. Liu Enyu**

Mr. Liu Enyu, aged 39, completed an advanced program on market risk management for entrepreneurs (北京大學民營企業家決勝市場風險高級研修班) at the Peking University and an advance program of corporate compliance management at China University of Political Science and Law (中國政法大學企業合規管理高級研修班) in November 2023 and July 2023, respectively. Between October 2017 and December 2021, Mr. Liu Enyu served as the chief operating officer of Hunan Xinfurong Catering Management Co., Ltd.\* (湖南新芙蓉餐飲管理有限公司) where he was in charge of brand management and operations. He has been serving as the chief operating officer of Changsha Tianxiangfu Catering Services Co., Ltd.\* (長沙天湘府餐飲有限公司), a company principally engaged in catering business in the PRC since July 2022. In September 2022, Mr. Liu Enyu has been appointed as the vice director of the Young Lives Foundation Commission of the Hunan Province Health and Charity Foundation\* (湖南健康公益基金會青少年成長專項基金管委會) for a term of three years.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month's prior notice in writing served by either party on the other. Mr. Liu will hold office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the memorandum and articles of association of the Company. Pursuant to the letter of appointment of Mr. Liu, he is entitled to a director's fee of HK\$300,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, his experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

## **Ms. Deng Yongling**

Ms. Deng Yongling, aged 35, obtained her bachelor's degree in business management from China Central Radio and TV University (中央廣播電視大學) in 2012. In 2016, she obtained her certificate of accounting profession issued by the Changsha Finance Bureau. She possesses the accounting qualification (intermediate level) (會計中級) issued by the Human Resources and Social Security Department of Guangdong Province in 2017. Between February 2007 and July 2012, she served as the accountant at Dongguan Baoshengwei Plastic and Metal Products Co., Ltd.\* (東莞堡盛威塑膠五金製品有限公司), a company principally engaged in the manufacturing and sale of construction and metalware products. Between August 2012 and October 2016, she was the head of finance at Dongguan Jingsheng Electronic Components Co., Ltd.\* (東莞勁勝精密電子組件有限公司), a company that focuses on the manufacturing of computers and electronic products. Between November 2016 and October 2020, she served as the financial manager at Hunan Zhuji Huangpu Big Data Technology Co., Ltd.\* (湖南朱記黃埔大數據科技有限公司), a company principally engaged in information technology and transmission services. Since December 2020, she has served as the finance manager at Hunan Luzhou Network Technology Co., Ltd.\* (湖南麓洲網絡科技有限公司), a company principally engaged in the provision of information technology and software development services, as well as the sale of various products including but not limited to food, daily necessities and utility products.

Ms. Deng has entered into a letter of appointment with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month's prior notice in writing served by either party on the other. Ms. Deng will hold office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the memorandum and articles of association of the Company. Pursuant to the letter of appointment of Ms. Deng, she is entitled to a director's fee of HK\$120,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, her experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

## **Ms. Mao Xiaobi**

Ms. Mao Xiaobi, aged 61, obtained her bachelor's degree in Library and Information Studies (圖書情報專業) from Central China Normal University (華中師範大學) in 1984. Prior to that, she obtained her college degree in catalysis from Hunan Changling Petrochemical Vocational and Technical College\* (湖南長嶺石油學校) in July 1981. In 2001, she founded Changsha Jialin Industrial Co., Ltd.\* (長沙嘉林實業有限公司), a company principally engaged in catering management and the wholesale of construction materials in the PRC, where she has served as its executive director since July 2001.

Since 2004, Ms. Mao Xiaobi has been actively involved in public welfare affairs and is currently a member of the council of Hunan Province Xixin Charity Foundation\* (湖南省洗心公益基金會理事). In 2022, she founded Hunan Yudian Wines Co., Ltd.\* (湖南馭典酒業有限公司), a company principally engaged in the manufacture of wine, beverage and tea, where she has served as its executive director since September 2022. Ms. Mao Xiaobi has also been the chairlady of the board of directors of Hunan Chuanghonglide Technology Group Holdings Limited\* (湖南創鴻立德科技集團股份有限公司), a company principally engaged in the industry of scientific research and technical services, as well as the sale of various products, including but not limited to mechanical and electronic products and new energy vehicle related products, since March 2023.

Ms. Mao has entered into a letter of appointment with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month's prior notice in writing served by either party on the other. Ms. Mao will hold office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the memorandum and articles of association of the Company. Pursuant to the letter of appointment of Ms. Mao, she is entitled to a director's fee of HK\$120,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, her experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

### **Ms. Ma Lina**

Ms. Ma Lina, aged 40, completed a diploma in business administration at Beijing Oriental College (北京東方研修學院) in July 2008. Between May 2009 and December 2012, Ms. Ma Lina served as the hotel catering business director at Hunan Jinmao Hotel Management Co., Ltd.\* (湖南金茂酒店管理有限公司) and latterly, as the general manager of operations from December 2012 to December 2014. In 2016, she founded Xinkongjian Environmental Protection Materials Co., Ltd.\* (鑫空間環保材料有限公司), a company principally engaged in the industry of environmental decoration materials, where she served as the general manager from March 2016 to December 2017. From May 2018 to December 2020, she served as the sales director of Changsha Lanxing Bio-Technology Co., Ltd.\* (長沙蘭馨生物科技有限公司), a company principally engaged in food and beverage retail and production, and has latterly served as its chief operating officer since December 2020. In December 2022, she founded Zhimeng Zhiku Sports Group Co., Limited (至萌至酷體育集團有限公司), a company principally engaged in education training and the sale of sports equipment, where she served as its vice president since April 2023.

Ms. Ma has entered into a letter of appointment with the Company for a term of three years commencing from 9 February 2024 and shall continue thereafter until terminated by not less than one month's prior notice in writing served by either party on the other. Ms. Ma will hold office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the memorandum and articles of association of the Company. Pursuant to the letter of appointment of Ms. Ma, she is entitled to a director's fee of HK\$120,000 per annum, which has been approved by the Remuneration Committee with reference to, among others, her experience, duties, potential contributions to the Company, the overall performance of the Company and the prevailing economic situation and market practice.

Save as disclosed herein, as at the date of this announcement, each of Mr. Kong, Mr. Peng, Mr. Liu, Ms. Deng, Ms. Mao and Ms. Ma (i) does not have, or is not deemed to have, any interest in the shares in the Company or underlying Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; (iii) has not held any positions with the Company or other members of the Group, or any other major appointments and professional qualifications; and (iv) has not held directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the date of this announcement, each of Ms. Deng, Ms. Mao and Ms. Ma confirmed (i) her independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) that she has no past or present financial or other interest in the business of the Company or any of its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above and as far as the Directors are aware, there is no other information relating to the above changes which is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

The Board would like to express its warmest welcome to Mr. Kong, Mr. Peng, Mr. Liu, Ms. Deng, Ms. Mao and Ms. Ma on their appointment.

## **CHANGE OF CHAIRPERSON OF THE BOARD**

The Board announces that, with effect from 9 February 2024, Ms. Wong Pui Yain has resigned as the chairlady of the Board.

Ms. Wong confirmed that she has no disagreement with the Board and there are no other matters relating to her resignation that need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board further announces that, with effect from 9 February 2024, Mr. Liu Enyu (a non-executive Director) has been appointed as the Chairman of the Board.

Save as disclosed above, there are no other matters concerning Mr. Liu Enyu's appointment that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Liu Enyu that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

By order of the Board  
**Jia Group Holdings Limited**  
**Liu Enyu**  
*Chairman and Non-Executive Director*

Hong Kong, 9 February 2024

*As at the date of this announcement, the Board comprises Ms. Wong Pui Yain, Ms. Wan Suet Yee Cherry and Mr. Kong Linglei as executive Directors; Mr. Peng Ben and Mr. Liu Enyu (Chairman) as non-executive Directors; Mr. Leung Yuk Lun Ulric, Mr. Devin Nijanthan Chanmugam, Mr. Wee Keng Hiong Tony, Ms. Deng Yongling, Ms. Mao Xiaobi and Ms. Ma Lina 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.*

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\* For identification purpose only