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## **Zhongshi Minan Holdings Limited**

**中食民安控股有限公司**

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

**(Stock Code: 8283)**

### **(1) PROPOSED CHANGE OF AUDITOR; (2) CHANGE OF EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR**

#### **PROPOSED CHANGE OF AUDITOR**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Zhongshi Minan Holdings Limited (the “**Company**”) pursuant to Rule 17.50(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The Board of Directors would like to announce that CCTH CPA Limited (“**CCTH**”), will retire as the auditor of the Company upon the expiration of their terms of office with effect from the conclusion of the forthcoming annual general meeting of the Company (the “**AGM**”) and will not offer themselves for re-appointment as auditor of the Company. Taking into account that CCTH has served as the auditor of the Company since the year ended 31 December 2020, the Board and the audit committee of the Company (the “**Audit Committee**”) considered that it is an appropriate time to rotate the auditor of the Company for maintaining good corporate governance practice and enhancing its standard. CCTH confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the shareholders of the Company (the “**Shareholder(s)**”).

The Board has resolved, with the recommendation of the Audit Committee, to propose the appointment of CL Partners CPA Limited (“**CL Partners**”) as the new auditor of the Company following the retirement of CCTH. Subject to Shareholders’ approval by way of an ordinary resolution at the AGM, the appointment of CL Partners as the new auditor of the Company shall take effect from the conclusion of AGM and until the conclusion of the next annual general meeting of the Company.

A circular containing, among other things, information in relation to the proposed change of auditor, together with the notice to convene the AGM, will be despatched to the Shareholders in due course.

The Company would like to extend its sincere gratitude to CCTH for its quality services provided to the Company in previous years.

#### **RESIGNATION OF EXECUTIVE DIRECTOR**

The Board announces that Ms. Wu Lili has resigned as an executive Director with effect from 30 May 2024 due to her other career commitments which require more of her attention. Ms. Wu Lili has confirmed that she has no disagreement with the Board and there are no other matters in relation to her resignation that need to be brought to the attention of 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 Ms. Wu Lili for her contributions towards the Company during her tenure of office.

#### **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Wang Bing (“**Mr. Wang**”) has resigned as a non-executive Director with effect from 30 May 2024 due to his other career commitments which require more of his attention. Mr. Wang has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation that need to 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. Wang for his contributions towards the Company during his tenure of office.

#### **APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board is pleased to announce that Ms. Wu Mengmeng (吳蒙蒙) (“**Ms. Wu**”) with effect from 30 May 2024, has been appointed as an executive Director.

The biographical details of Ms. Wu are set out below:

Ms. Wu, aged 32, obtained a bachelor’s degree of Electronic Commerce from Beijing Union University in 2016. She is currently pursuing an Executive Master of Business Administration at the Guanghai School of Management. Ms. Wu has more than 8 years of experiences on technology industries and management of e-commerce corporations. She is a general manager of marketing centre of the Company. Prior to joining the Group in 2017, she was the founder of Zhongbo Yayi (Tianjin) Cultural Development Co., Ltd.\* (中博雅藝(天津)文化發展有限公司) until 2016.

Ms. Wu has entered into a director service agreement (the “**Director Service Agreement**”) with the Company for a term of three years commencing from 30 May 2024 and subject to retirement by rotation and re-election at the annual general meeting of the Company. As set out in the Director Service Agreement, the annual remuneration of Ms. Wu as an executive Director is RMB120,000, which was determined by the Board on recommendation of the Remuneration Committee of the Company in accordance with her background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions.

As at the date of this announcement, Ms. Wu does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the Director’s knowledge, information and belief and after having made all reasonable enquiries, as at the date of this announcement, Ms. Wu (i) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them in the GEM Listing Rules) of the Company nor any position in the Company or any of its subsidiaries; and (iii) has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) has not held any other major appointments and professional qualifications.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the appointment of Ms. Wu that need to be brought to the attention of the Shareholders or the Stock Exchange.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The Board also announces that Mr. Li Xiaodong (李曉東) (“**Mr. Li**”), with effect from 30 May 2024, has been appointed as a non-executive Director.

The biographical details of Mr. Li are set out below:

Mr. Li, aged 44, has more than 20 years of extensive experiences covering marketing analysis, agricultural and car industry. He is familiar with building and planning comprehensive industrial chain business models. Mr. Li is the general manager of strategic investment department of the Company. He graduated from Beihang University in 2013, studying administrative management. Prior to joining the Group in 2022, he was the co-founder of Beijing Feichang Technology Co., Ltd.\* (北京非嘗科技有限公司) until 2022. From 2017 to 2019, he was a partner of Beijing Xixi Cloud Vision Technology Co., Ltd.\* (北京喜喜雲視科技有限公司). From 2015 to 2017, he was a business cooperation director of Beijing Siyuan Group (北京思源集團). From 2012 to 2015, he was a co-founder (Beijing District General Manager) of Beijing Calculus Network Technology Co., Ltd.\* (北京微積分網絡科技有限公司).

Mr. Li has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company for a term of three years commencing from 30 May 2024 and subject to retirement by rotation and re-election at the annual general meeting of the Company. As set out in the Letter of Appointment, the annual remuneration of Mr. Li as a non-executive Director is RMB120,000, which was determined by the Board on recommendation of the Remuneration Committee of the Company in accordance with his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions.

As at the date of this announcement, Mr. Li does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**SFO**”).

Save as disclosed above, to the best of the Director’s knowledge, information and belief and after having made all reasonable enquiries, as at the date of this announcement, Mr. Li (i) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them in the GEM Listing Rules) of the Company nor any position in the Company or any of its subsidiaries; and (iii) has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) has not held any other major appointments and professional qualifications.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the appointment of Mr. Li that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express its warmest welcome to Ms. Wu and Mr. Li in joining the Company.

By order of the Board  
**Zhongshi Minan Holdings Limited**  
**WANG Lei**

*Co-Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 30 May 2024

*As at the date of this announcement, the executive Directors are Mr. WANG Lei, Mr. FENG Wei, Mr. CHUA Boon Hou (CAI Wenhao) and Ms. WU Mengmeng; the non-executive Directors are Mr. LI Xiaodong and Mr. ZHAO Yanjiao; and the independent non-executive Directors are Mr. CHEN Huichun, Mr. GAO Yan and Mr. ZHAO Wei.*

*This announcement, for which the Directors of the Company 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 in this announcement misleading.*

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*\* For identification purposes only*