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Yunhong Guixin Group Holdings Limited

運鴻硅鑫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8349)

(1) RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS; AND (2) CHANGE OF COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Yunhong Guixin Group Holdings Limited (the “**Company**”) announces that Mr. Lee Man Tai (“**Mr. Lee**”) has resigned as an independent non-executive Director with effect from 18 November 2024 in order to devote more time on his other business commitments. Mr. Lee has also ceased to be the chairman of the nomination committee (the “**Nomination Committee**”), and a member of each of the audit committee (the “**Audit Committee**”) and remuneration committee (the “**Remuneration Committee**”) of the Company with effect from the same date.

Mr. Lee has confirmed that he has no disagreements with the Board, and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Lee for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that with effect from 18 November 2024:

- (i) Mr. Wen Peng (文鵬) (“**Mr. Wen**”) will be appointed as an independent non-executive Director; and
- (ii) Ms. Long Mei (龍梅) (“**Ms. Long**”) will be appointed as an independent non-executive Director.

The biographical details of Mr. Wen and Ms. Long are set out as follows:

Mr. Wen Peng (文鵬)

Mr. Wen, aged 43, has more than 13 years of teaching experience in specific areas of human resource management and leadership. Mr. Wen joined the faculty of economics and business administration at Central China Normal University (華中師範大學) in January 2011 as a lecturer, and then he was subsequently promoted to associate professor in 2013 and professor in 2018. Currently, Mr. Wen continues to work as a professor at Central China Normal University. Additionally, from December 2021 to March 2023, Mr. Wen served as an assistant to the principal at Nanchang Normal University (南昌師範學院).

Mr. Wen obtained his bachelor's degree from the School of Management at Huazhong University of Science and Technology (華中科技大學管理學院) in June 2002. He later earned his master's degree in June 2007 and his doctoral degree in December 2010 from the same university.

Mr. Wen entered into a service contract with the Company for an initial term of three years commencing from 18 November 2024. The service contract may be terminated in accordance with the provisions therein by either party giving to the other not less than one month's prior written notice. Pursuant to the articles of association of the Company, Mr. Wen is subject to retirement by rotation and is eligible for re-election. Mr. Wen will be entitled to Director's fee of HK\$120,000 per annum which is determined with reference to his experience and responsibilities with the Company, the prevailing market conditions and the terms of the remuneration policy of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Wen (i) does not have any other interest in the shares or underlying shares of the Company or of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")); (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) has not held any directorship in any listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules") nor are there other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Wen.

Mr. Wen has confirmed that (i) he met the independence criteria as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Ms. Long Mei (龍梅)

Ms. Long, aged 51, is a non-practising certified public accountant in the People's Republic of China. She has been a member of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since 1995.

Ms. Long obtained a bachelor's degree of finance and accounting from South China Agricultural University (華南農業大學) in 2009 and the medium-grade professional title of accountant in 1993. She worked for a large accountancy firm with qualifications in securities and has 30 years of experience in accounting, corporate finance, compliance and auditing. Since November 2021, Ms. Long has been serving as an independent non-executive director of JiaChen Holding Group Limited, a company listed on the main board of the Stock Exchange (stock code: 1937).

Ms. Long entered into a service contract with the Company for an initial term of three years commencing from 18 November 2024. The service contract may be terminated in accordance with the provisions therein by either party giving to the other not less than one month's prior written notice. Pursuant to the articles of association of the Company, Ms. Long is subject to retirement by rotation and is eligible for re-election. Ms. Long will be entitled to Director's fee of HK\$120,000 per annum which is determined with reference to her experience and responsibilities with the Company, the prevailing market conditions and the terms of the remuneration policy of the Company.

Save as disclosed above, as at the date of this announcement, Ms. Long (i) does not have any other interest in the shares or underlying shares of the Company or of its associated corporation (within the meaning of Part XV of the SFO); (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) has not held any directorship in any listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Ms. Long.

Ms. Long has confirmed that (i) she met the independence criteria as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

The Board would like to take this opportunity to express its warm welcome to Mr. Wen and Ms. Long for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Lee as well as the appointment of Mr. Wen and Ms. Long, respectively with effect from 18 November 2024, the composition of the following Board committees shall be changed as follows:

- (1) Audit Committee: Mr. Lee will cease to be a member and Ms. Long will become a member in place of Mr. Lee;
- (2) Remuneration Committee: Mr. Lee will cease to be a member and Mr. Wen will become a member in place of Mr. Lee; and
- (3) Nomination Committee: Mr. Lee will cease to be the chairman and Mr. Wen will become the chairman in place of Mr. Lee.

By order of the Board
Yunhong Guixin Group Holdings Limited
Li Yubao
Chairman

Hong Kong, 18 November 2024

As at the date of this announcement, the executive Directors are Mr. Li Yubao, Ms. Zhang Yaping, Ms. Shi Dongying and Ms. Jin Dan; and the independent non-executive Directors are Mr. Tam Tak Kei Raymond, Mr. Ng Sai Leung, Mr. Wen Peng and Ms. Long Mei.

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 Stock Exchange's website at www.hkexnews.hk on the "Latest Listed Company Information" page for 7 days from the date of its posting and on the website of the Company at www.nantongrate.com.