

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Web3 Meta Limited**

**瓦普思瑞元宇宙有限公司**

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

**(Stock Code: 8093)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS,  
CHANGE OF COMPOSITION OF THE BOARD COMMITTEES  
AND  
COMPLIANCE WITH THE REQUIREMENTS UNDER RULES 5.05(1)  
AND 5.28 OF THE LISTING RULES**

The board of directors (the “**Board**”) of Web3 Meta Limited announces that:

1. Ms. Zhu Minli has been appointed as an Independent Non-executive Director, member of Audit Committee and Corporate Governance Committee and the chairlady of Remuneration Committee and Nomination Committee of the Company with effect from 20 January 2025;
2. Ms. Zhu Xiaolin has been appointed as an Independent Non-executive Director, member of Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company with effect from 20 January 2025; and
3. Mr. Lam, Anthony Tze Cheung has resigned as an independent non-executive director of the Company, the chairman of both the nomination committee and the remuneration committee, and a member of both the corporate governance committee and the audit committee with effect from 20 January 2025.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board is pleased to announce that Ms. Zhu Minli and Ms. Zhu Xiaolin have been appointed as the Independent Non-executive Directors (“**INEDs**”) of the Company with effect from 20 January 2025.

The biographical details of Ms. Zhu Minli and Ms. Zhu Xiaolin are as follows:

**Ms. Zhu Minli**

Ms. Zhu Minli, aged 43, was appointed as an Independent Non-executive Director with effect from 20 January 2025. She currently serves as an assistant to the executive president of Jilin Changbaishan Private Equity Fund Management Co., Ltd.\* (吉林長白山私募基金管理有限公司). Previously, Ms. Zhu Minli has served as the director of risk control of Beijing Jixin Huijin Fund Management Company Limited\* (北京吉信匯金基金管理有限公司), a risk control manager of Haitong Jihe Private Equity Investment Fund Management Company Limited\* (海通吉禾股權投資基金管理有限責任公司), and a department manager of Ruihua China CPAs.

Ms. Zhu Minli has been engaged in investment management for many years, mainly responsible for the risk management and control of investment projects, the establishment and continuous improvement of corporate internal control systems, and the supervision of effective implementation of internal control mechanisms. Ms. Zhu Minli also has many years of experience in financial auditing. During her tenure, she was responsible for the auditing of a number of well-known companies, and possessed comprehensive and solid accounting knowledge and financial analysis capability.

Ms. Zhu Minli is a certified public accountant of China and a qualified fund practitioner. Ms. Zhu Minli holds a bachelor's degree in management from Changchun University (長春大學), major in financial management.

Ms. Zhu Minli was identified and selected in accordance with the policy for the nomination of Directors, the nomination procedures and board diversity policy of the Company in consideration of factors including but not limited to gender, age, cultural and educational background, skills, knowledge, qualifications and experience etc.

The Nomination Committee and the Board recommend the appointment of Ms. Zhu Minli as an Independent Non-executive Director of the Company. She has considered the Company's board diversity policy, including but not limited to gender, professional skills, qualifications and experience, as well as the development of the Group. The Board believes that with Ms. Zhu Minli's extensive experience in corporate governance and financial management, she will provide objective, independent and adequate analysis for the Company's business development, making the Board structure more balanced and enhancing the supervisory function of the Board's operations.

Ms. Zhu Minli will enter into a letter of appointment with the Company under which she is appointed for a period of three years, but is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the articles of association of the Company.

\* For identification only.

Ms. Zhu Minli is entitled to a director's fee of HK\$36,000 per annum, which is same as that payable to other Independent Non-executive Directors of the Company. The remuneration of Ms. Zhu Minli has been reviewed by the Remuneration Committee of the Company and was determined by reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. The remuneration of Ms. Zhu Minli is subject to review by the Board and the Remuneration Committee from time to time.

Save as disclosed herein, as at the date of this announcement, Ms. Zhu Minli confirms that (i) she does not have any relationship with any Director, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules of the Company); (ii) she has not held any 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 or other major appointments and professional qualifications; and (iii) she does not have any interest in the shares or underlying shares of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Ms. Zhu Minli confirmed that (i) she met the independence criteria as set out in Rule 5.09 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.

Ms. Zhu Minli has once been appointed as an Independent Non-executive Director of the Company from 11 December 2020 to 11 January 2024.

Save as disclosed herein, the Board is not aware of any other information in relation to Ms. Zhu Minli that is required to be disclosed to the Company nor any other information which is required to be disclosed pursuant to rules 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the shareholders of the Company in relation to Ms. Zhu Minli's appointment.

### **Ms. Zhu Xiaolin**

Ms. Zhu Xiaolin, aged 34, was appointed as an Independent Non-executive Director of the Company with effect from 20 January 2025, she holds a bachelor degree in Law from East China University of Political Science and Law and a master degree of Laws from University of California, Berkeley School of Law. She is currently the legal counsel of BWI Group since 2023 and had worked for a number of international law firms.

Ms. Zhu Xiaolin has over ten years extensive practical experience in handling cross-border M&A, PE/VC transactions, capital markets (Mainland China and Hong Kong Stock Exchange) and general corporate affairs.

Ms. Zhu Xiaolin was identified and selected in accordance with the policy for the nomination of Directors, the nomination procedures and board diversity policy of the Company in consideration of factors including but not limited to gender, age, cultural and educational background, skills, knowledge, qualifications and experience etc.

The Nomination Committee and the Board recommend the appointment of Ms. Zhu Xiaolin as an Independent Non-executive Director of the Company. She has considered the Company's board diversity policy, including but not limited to gender, professional skills, qualifications and experience, as well as the development of the Group. The Board believes that Ms. Zhu Xiaolin's extensive experience in corporate governance and legal affairs, she will provide objective, independent and adequate analysis for the Company's business development, making the Board structure more balanced and enhancing the supervisory function of the Board's operations.

Ms. Zhu Xiaolin will enter into a letter of appointment with the Company under which she is appointed for a period of three years, but is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the articles of association of the Company.

Ms. Zhu Xiaolin is entitled to a director's fee of HK\$36,000 per annum, which is same as that payable to other Independent Non-executive Directors of the Company. The remuneration of Ms. Zhu Xiaolin has been reviewed by the Remuneration Committee of the Company and was determined by reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. The remuneration of Ms. Zhu Xiaolin is subject to review by the Board and the Remuneration Committee from time to time.

Save as disclosed herein, as at the date of this announcement, Ms. Zhu Xiaolin confirms that (i) she does not have any relationship with any Director, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; (ii) she has not held any 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 or other major appointments and professional qualifications; and (iii) she does not have any interest in the shares or underlying shares of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Ms. Zhu Xiaolin confirmed that (i) she met the independence criteria as set out in Rule 5.09 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.

Save as disclosed herein, the Board is not aware of any other information in relation to Ms. Zhu Xiaolin that is required to be disclosed to the Company nor any other information which is required to be disclosed pursuant to rules 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the shareholders of the Company in relation to Ms. Zhu Xiaolin's appointment.

The Board would like to take this opportunity to welcome Ms. Zhu Minli and Ms. Zhu Xiaolin to join the Board.

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

The Board announces that Mr. Lam, Anthony Tze Cheung (“**Mr. Lam**”) has resigned as Independent Non-executive Director of the Company due to his other business engagement with effect from 20 January 2025. Mr. Lam also resigned as the chairman of both the nomination committee and the remuneration committee, and a member of both the audit committee and the corporate governance committee of the Company. Mr. Lam has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its sincere gratitude to Mr. Lam for his valuable contributions to the Company during his tenure of service.

## **CHANGE OF BOARD COMMITTEES MEMBERS**

Following the appointment of Ms. Zhu Minli as the Independent Non-executive Director of the Company, Ms. Zhu Minli has been appointed as the member of Audit Committee and Corporate Governance Committee and the chairlady of Remuneration Committee and Nomination Committee of the Company with effect from 20 January 2025; and

Following the appointment of Ms. Zhu Xiaolin as the Independent Non-executive Director of the Company, Ms. Zhu Xiaolin has been appointed as the member of Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company with effect from 20 January 2025.

## **COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES**

Following the appointment of Ms. Zhu Minli and Ms. Zhu Xiaolin as Independent Non-executive Directors on 20 January 2025 as disclosed in this announcement, the Company is in compliance with requirements under (i) Rule 5.05(1) of the GEM Listing Rules that the Board must include at least three independent non-executive directors and (ii) Rule 5.28 of the GEM Listing Rules that the Audit Committee must comprise a minimum of three members.

By Order of the Board  
**Web3 Meta Limited**  
**Zeng Jin**  
*Chairman and Executive Director*

Hong Kong, 22 January 2025

*As at the date hereof, the Board comprises Mr. Zeng Jin, Mr. Gan Xiaohua, Ms. Tian Yuan and Ms. Liu Qin as executive Directors; and Mr. Chen Ce, Ms. Zhu Minli and Ms. Zhu Xiaolin as independent non-executive Directors.*

*This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the day of its publication and on the website of the Company at <http://www.web3meta.hk>.*

*\* For identification purposes only*