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.

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) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS; AND (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF NOMINATION COMMITTEE AND RISK MANAGEMENT COMMITTEE AND MEMBER OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The board (the "**Board**") of directors (the "**Directors**") of Zhongshi Minan Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") announces that Mr. Zhao Wei ("**Mr. Zhao**") has resigned as an independent non-executive Director with effect from 30 June 2025 due to his other career commitments which require more of his attention. Following his resignation, Mr. Zhao ceased to be the chairman of each of the nomination committee of the Company (the "**Nomination Committee**") and the risk management committee of the Company (the "**Risk Management Committee**") and a member of each of the audit committee of the Company (the "**Audit Committee**") and the remuneration committee of the Company (the "**Remuneration Committee**").

Mr. Zhao 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 of the Company (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 Mr. Zhao for his contributions towards the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF NOMINATION COMMITTEE AND RISK MANAGEMENT COMMITTEE AND MEMBER OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board further announces that Mr. Wu Guoyong ("**Mr. Wu**") has been appointed as an independent non-executive Director, the chairman of each of the Nomination Committee and the Risk Management Committee and a member of each of the Audit Committee and the Remuneration Committee with effect from 30 June 2025.

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

Mr. Wu Guoyong, aged 49, is a seasoned entrepreneur in China's healthcare and electronic information industries, with extensive professional experience in these fields. In March 2005, he completed the postgraduate program in Business Management at Peking University's Department of Economics. In March 2015, he graduated with a diploma in Health Information Management from Peking University. In 2016, he obtained the professional qualification of Intermediate Economist, developing a comprehensive expertise that integrates economic management theories with industry practices.

Demonstrating outstanding entrepreneurial spirit, Mr. Wu founded Jingde (Beijing) International Investment Company Limited* in November 2014, Beijing Weide Brothers Investment Development Company Limited* in March 2015, Beijing Chuanglihang Technology Company Limited* in December 2022, and Shanghai Tenai Digital Technology Company Limited* in June 2024. He has since served in leadership roles such as director in these companies. With years of rich corporate management experience, Mr. Wu possesses unique, sharp, and long-term investment and management capabilities, making him an exceptional entrepreneur.

Mr. Wu has entered into a letter of appointment (the "**Letter of Appointment**") with the Company for a term of three years commencing from 30 June 2025 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. Wu as an independent non-executive Director is RMB120,000, which was determined by the Board on recommendation of the Remuneration Committee in accordance with his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Wu (i) has not held any other major appointments and professional qualifications or 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; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them in the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**")) of the Company; and (iv) 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).

Mr. Wu has confirmed that (i) he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in 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.

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

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

CHANGE OF THE COMPOSITION OF THE NOMINATION COMMITTEE

The Board announces the following changes in the composition of the Nomination Committee with effect from 30 June 2025.

(1) Mr. Wang Lei ("**Mr. Wang**"), ceased to be a member of the Nomination Committee. Mr. Wang will continue to serve as the chairman of the Board, an executive Director of the Company, a member of each of the Remuneration Committee and Risk Management Committee; and

(2) Ms. Wu Mengmeng ("**Ms. Wu**"), an executive Director of the Company, has been appointed as a member of the Nomination Committee.

Following the above changes, the Nomination Committee comprises two independent non-executive Directors (namely, Mr. Wu Guoyong and Mr. Chen Huichun) and one executive Director (namely, Ms. Wu), and has at least one Director of a different gender.

The above change was made in compliance with the amendments to the GEM Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules, which will come into effect on 1 July 2025. The Board considers that sound corporate governance plays a vital role in the overall performance of the Company and believes that implementing such change could strengthen the effectiveness and diversity of the Nomination Committee, and further enhance good corporate governance practices of the Company as a whole.

The Board would like to take this opportunity to welcome Ms. Wu in her new role.

By order of the Board
Zhongshi Minan Holdings Limited
WANG Lei
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 30 June 2025

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

*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 (the "**Stock Exchange**") 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.*

This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at http://www.zhongshiminanholdings.com.

* *For identification purpose only*