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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 OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**(2) APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**  
**AND**  
**(4) NON-COMPLIANCE WITH THE GEM LISTING RULES**

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

The board (the “**Board**”) of directors (the “**Director(s)**”) of Yunhong Guixin Group Holdings Limited (the “**Company**”) announces that Ms. Long Mei (龍梅) (“**Ms. Long**”) has resigned as an independent non-executive Director with effect from 31 December 2025 in order to devote more time on her other business commitments. Ms. Long has also ceased to be the chairperson of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of the audit committee of the Company (the “**Audit Committee**”) with effect from the same date.

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

The Board would like to express its gratitude to Ms. Long for her valuable contribution to the Company during her tenure of office.

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

The Board is pleased to announce that Mr. Lu Wenbo (陸文波) (“**Mr. Lu**”) was appointed as an independent non-executive Director with effect from 31 December 2025.

The biographical details of Mr. Lu are set out as follows:

#### **Mr. Lu Wenbo (陸文波)**

Mr. Lu, aged 44, has more than 18 years of experience in financial management and accounting, and has served in various senior positions across multiple industries. Mr. Lu was a financial accountant at Jiangsu Xingrong Hi-Tech Co., Ltd.\* (江蘇興榮高新科技股份有限公司) from 2006 to 2007. He served as a finance manager at Changzhou Tenglong Auto Parts Manufacturing Co., Ltd.\* (常州騰龍汽車零部製造有限公司) from 2007 to January 2012. He was the chief financial officer of Jiangsu Chunhui Dairy Co., Ltd.\* (江蘇春暉乳業有限公司) from February

2012 to October 2018 and acted as the chief financial officer of Jiangsu Tianfa Power Technology Co., Ltd.\* (江蘇天發動力科技有限公司) from November 2018 to September 2019. He was the chief financial officer of Changzhou Calcium Carbonate Co., Ltd.\* (常州碳酸鈣有限公司) from September 2019 to March 2020. Since March 2020 till present, Mr. Lu has been serving as the chief financial officer of Jiangsu Huawei Century Electronics Group Co., Ltd.\* (江蘇華威世紀電子集團有限公司).

Mr. Lu obtained his bachelor's degree from Changzhou University (常州大學) in July 2006.

Mr. Lu entered into a service contract with the Company for an initial term of three years commencing from 31 December 2025. 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. Lu is subject to retirement by rotation and is eligible for re-election. Mr. Lu 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. Lu (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); (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. Lu.

Mr. Lu 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.

The Board would like to take this opportunity to express its warm welcome to Mr. Lu for joining the Board.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the resignation of Ms. Long and the appointment of Mr. Lu, respectively with effect from 31 December 2025, the composition of the following Board committees shall be changed as follows:

- (1) Audit Committee: Ms. Long has ceased to be a member and Mr. Lu was appointed as a member in place of Ms. Long; and
- (2) Remuneration Committee: Ms. Long has ceased to be the chairperson and Mr. Lu was appointed as the chairperson in place of Ms. Long.

## **NON-COMPLIANCE WITH THE GEM LISTING RULES**

Rules 5.05 and 5.05A of the GEM Listing Rules provide that the board of directors of a listed issuer must include at least three independent non-executive directors and these independent non-executive directors must represent at least one-third of the board. Rule 5.28 of the GEM Listing Rules provides that the audit committee shall comprise at least three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise, while Rules 5.34 and 5.36A require that the remuneration committee and nomination committee shall comprise a majority of independent non-executive directors.

The Company has failed to comply with the requirements as set out in Rules 5.05, 5.05A, 5.28, 5.34 and 5.36A of the GEM Listing Rules.

In order to ensure compliance with the GEM Listing Rules, the Company will make its best endeavour to identify a suitable candidate to fill the casual vacancy of the Board and appoint appropriate person to the Audit Committee, Remuneration Committee and nomination committee of the Company, as soon as practicable and, in any event, within three months pursuant to Rules 5.06, 5.33, 5.36 and 5.36C of the GEM Listing Rules. Further announcement(s) will be made in this regard as and when appropriate in accordance with the requirements of the GEM Listing Rules.

By order of the Board  
**Yunhong Guixin Group Holdings Limited**  
**Shi Dongying**  
*Executive Director*

Hong Kong, 31 December 2025

*As at the date of this announcement, the executive Directors are Mr. Li Yubao, Ms. Zhang Yaping and Ms. Shi Dongying; and the independent non-executive Directors are Mr. Lu Wenbo and Mr. Ng Sai Leung.*

*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](http://www.hkexnews.hk) on the "Latest Listed Company Information" page for 7 days from the date of its publication and on the website of the Company at [www.nantongrate.com](http://www.nantongrate.com).*

*\* For identification purposes only*