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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 Mr. Ng Sai Leung (吳世良) (“**Mr. Ng**”) has resigned as an independent non-executive Director with effect from 11 January 2026 in order to devote more time on his other business commitments. Mr. Ng has also ceased to be the chairperson of the audit committee of the Company (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”) with effect from the same date.

Mr. Ng has confirmed that he has no disagreement with the Board, and there are no other matters relating to his 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**”), save for his failing to agree with the management of the Company on the arrangements in providing full set periodic financial statements for his review.

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

APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Lau Jing Yeung William (劉正揚) (“**Mr. Lau**”) was appointed as an independent non-executive Director with effect from 11 January 2026.

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

Mr. Lau Jing Yeung William (劉正揚)

Mr. Lau Jing Yeung William, aged 44, has over 16 years of experience in accounting, finance, and consulting. Mr. Lau served as an independent non-executive director of Huisen Household International Group Limited (currently known as Huisen Shares Group Limited) (stock code: 2127) from December 2020 to April 2022, an independent non-executive director of Flying Financial Service Holdings Limited (currently known as Fengyinhe Holdings Limited) (stock code: 8030) from March 2022 to December 2022, an independent non-executive director of Zhengwei Group Holdings Company Limited (stock code: 2147) from December 2022 to October 2024 and an independent non-executive director of Asia Television Holdings Limited (stock code: 707) from December 2022 to August 2025. He has been an independent non-executive director of Universe Printshop Holdings Limited (stock code: 8448) from October 2025 till present.

Mr. Lau became a member of the CPA Australia in December 2010, a member of the Institute of Certified Management Accountants in July 2012 and an associate of the Chartered Institute of Management Accountants in June 2011. He obtained a degree of Bachelor of Business (Accountancy) and a degree of Master of Business (Marketing) from the Queensland University of Technology in October 2002 and October 2003, respectively.

Mr. Lau entered into a service contract with the Company for an initial term of three years commencing from 11 January 2026. 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. Lau is subject to retirement by rotation and is eligible for re-election. Mr. Lau 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. Lau (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. Lau.

Mr. Lau 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. Lau for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Ng and the appointment of Mr. Lau, respectively with effect from 11 January 2026, the composition of the following Board committees shall be changed as follows:

- (1) Audit Committee: Mr. Ng has ceased to be a chairperson and Mr. Lau was appointed as a chairperson in place of Mr. Ng; and
- (2) Nomination Committee: Mr. Ng has ceased to be the member and Mr. Lau was appointed as the member in place of Mr. Ng.

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 of the Company and Nomination Committee, 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, 12 January 2026

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. Lau Jing Yeung William.

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 publication and on the website of the Company at www.nantongrate.com.